Aleafia Health™

ALEAFIA HEALTH INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2019

AleafiaHealth.com

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MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2019

This Management's Discussion and Analysis (MD&A) of Aleafia Health Inc. is dated March 18, 2020 and provides an analysis of the financial operating results for the year ended December 31, 2019. Unless the context otherwise requires, "**Aleafia Health**" refers to Aleafia Health Inc. and the "**Company**" refers to Aleafia Health and its affiliates, subsidiaries and associated corporations. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2019 and notes thereto (the "**Financial Statements**"), and the audited consolidated financial statements and accompanying notes for the year ended December 31, 2018 and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") for consolidated financial statements. Due to the significant growth of the Company over the reporting period, additional comparative financial information for the quarters ending December 31, 2019 and September 30, 2019 have been provided.

All amounts are in Canadian dollars unless otherwise specified. The MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations" ("**NI 51- 102**") of the Canadian Securities Administrators. Additional information, and the Company's Annual Information Form ("**AIF**"), is available on the Company's website at www.AleafiaHealth.com or at www.sedar.com. The common shares of the Company are traded on the Toronto Stock Exchange ("**TSX**") under the symbol "ALEF".

COMPANY OVERVIEW

Aleafia Health is a publicly traded corporation existing under the laws of Ontario. Aleafia Health's head and registered office is located at 8810 Jane Street, 2nd floor, Concord, Ontario and its corporate website is www.AleafiaHealth.com.

Aleafia Health is a vertically integrated and federally licensed Canadian cannabis company offering cannabis health and wellness services and products in Canada and in international markets where it is legal to do so. The Company operates medical clinics, education centres and production facilities for the production and sale of cannabis. The Company also conducts cannabis research and development and is involved in several joint ventures and invests in a cannabis retail and distribution businesses.

The Company's medical cannabis clinics and education centres in Canada are staffed by physicians, nurse practitioners and educators, and have provided medical cannabis therapy to more than 70,000 patients to date.

The Company owns three significant cannabis production facilities in Canada (all three of which are currently licensed to produce cannabis), allowing the Company to cultivate cannabis and produce packaged consumer products for sale in Canada in the medical and adult-use markets and internationally.

On March 14, 2019, Aleafia Health acquired Emblem Corp. ("**Emblem Corp.**") by way of a statutory plan of arrangement under the provisions of the *Canada Business Corporations Act* (the "**Arrangement**"), pursuant to which, among other things, Aleafia Health acquired all of the issued and outstanding common shares of Emblem Corp., following its amalgamation with Aleafia Health's wholly-owned subsidiary, 11208578 Canada Inc., to form a new wholly-owned subsidiary of the Company continuing as Emblem Corp.

Following the completion of the Arrangement, on March 19, 2019, the common shares of Aleafia Health ceased trading on the TSX Venture Exchange ("**TSXV**") and commenced trading on the TSX under its existing symbol "ALEF". Emblem Corp.'s common shares were delisted from the TSXV on March 18, 2019; however, the following class of Emblem Corp. warrants remain listed on the TSXV:

- "**EMC.WT.A,**" exercisable at a price of $2.15 with an expiry date of November 16, 2020 issued pursuant to a warrant indenture between Emblem Corp. and Computershare Trust Company of Canada dated November 16, 2017.

FINANCIAL AND OPERATIONAL RESULTS

Condensed Income Statement

($,000s)	Three months ended Dec 31, 2019	Sep 30, 2019	% Change
Net revenue	6,028	4,958	22%
Net cannabis revenue(1)(4)	4,852	3,826	27%
Inventory expenses to cost of sales	987	2,182	
Gross profit before fair value ("FV") adjustments on cannabis net revenue(1)(2)	3,864	1,644	135%
Gross margin before FV adjustments on cannabis net revenue(1)(2)	80%	43%	37%
Sales, general & administrative ("SG&A") expenses	4,294	4,805	-11%
Net (loss) income	(9,759)	1,859	n/a
Adjusted EBITDA(1)(3)	**207**	**(2,526)**	**n/a**

1. See *"Cautionary Statements Regarding Certain non-IFRS Measures"* section for term definition.
2. See *"Gross Profit and Gross Margin"* section for reconciliation to IFRS equivalent.
3. See *"Adjusted EBITDA"* section for reconciliation to IFRS equivalent.
4. See *"Revenue"* section for reconciliation to IFRS equivalent.

Quarterly Financial Highlights

($,000s)	Three months ended Dec 31, 2019	Sep 30, 2019	% Change
Cannabis net revenue(1)(2)(3)	4,852	3,826	27%
Net medical cannabis revenue(1)(2)	1,731	1,450	19%
Net adult-use cannabis revenue(1)(2)	554	2,152	-74%
Net bulk wholesale cannabis revenue(1)(2)	2,805	224	1154%
Balance Sheet			
Working capital	96,903	83,411	16%
Cannabis inventory & biological assets(4)	35,086	21,474	63%
Cash & cash equivalents	41,247	51,587	-20%
Operational Results - Cannabis			
Active, registered patients	10,249	10,298	0%
Kilograms sold	1,398	437	220%

1. See *"Cautionary Statements Regarding Certain non-IFRS Measures"* section for term definition.
2. See *"Revenue"* section for reconciliation to IFRS equivalent.
3. See "*Gross Margin & Gross Profit on Cannabis Revenue*" for discussion of Q4 2019 excise tax adjustment.
4. Represents combined biological assets and cannabis inventory.

PRODUCTION

A key competitive advantage for Aleafia Health is the strength of its closed loop production ecosystem, across its three facilities.

On an annualized basis, the Company is able to cultivate 38,500 kgs of dried cannabis flower at its licensed and operational facilities and extract 13,000 kgs. Upon receipt of all required Health Canada approvals, the Company expects to have a cultivation capacity of 128,500 kgs dried cannabis flower annually and extraction capacity of 115,000 kgs.

Facility	Cultivation Capacity KGs (annual) Current	Licence Pending	Total	Extraction Capacity KGs (annual) Current	Licence Pending	Total
Port Perry Facility	31,000	71,000	102,000	-	-	-
Paris Facility	1,500	-	1,500	13,000	102,000	115,000
Niagara Facility	6,000	19,000	25,000	-	-	-
Total capacity	38,500	90,000	128,500	13,000	102,000	115,000

Paris Facility

The licensed and operational Paris Facility (the "**Paris Facility**") features cultivation rooms and handles all extraction, packaging and order fulfillment for the Company's medical, adult-use and international sales. The indoor cultivation at the Paris Facility is primarily used for premium dried flower products.

The expansion of the Paris Facility ("**Paris Phase II**") is complete, and the licence amendment application is currently under review by Health Canada. The Paris Phase II expansion will result in a total of 115,000 kgs of annual extraction capacity, and is entirely dedicated to the extraction, production, packaging and distribution of high-margin, value-added cannabis health and wellness products.

Port Perry Facility

The Company's Port Perry Facility (the "**Port Perry Facility**") features a 7,000 sq. ft. indoor cannabis cultivation facility, along with a 26-acre outdoor cannabis cultivation site. The Company pursued outdoor cultivation due to significantly lower facility capital costs and operating costs relative to indoor and greenhouse cultivation.

The expansion of the Port Perry Facility's outdoor cultivation site ("**Port Perry Phase II**") adds an additional 60 acres of cultivation area, for a total of 86 acres. The licence amendment application and requisite site evidence package has been submitted to Health Canada and the application is under review.

Niagara Facility

The Niagara Facility (the "**Niagara Facility**") features a highly advanced, automated, moving container bench system, which allows for a perpetual, year-round harvest. Capital investments made in automated cultivation and quality assurance systems will assist in reducing both costs and execution risk. It will be used as a staging ground for the Company's planned 2020 outdoor cultivation at its Port Perry Facility. Starter plants will be grown on-site and transported to Port Perry at the beginning of the outdoor cultivation season, significantly reducing planting-to-harvest lead times.

The Niagara Facility's perpetual harvest offsets seasonal fluctuations in inventory inherent in outdoor cultivation and will ensure, consistent, standardized input material for medical and adult-use sales channels. The facility's licence was granted on March 13, 2020, expires on March 13, 2023 and authorizes cannabis cultivation, propagation, harvesting and sales in Building 1.

Building 1 includes 50,000 sq. ft. of greenhouse area and 20,000 sq. ft. for post-cultivation operations, including drying, storage and shipping and will also be used to support outdoor cultivation. The Company expects to submit a Licence amendment application to Health Canada in the next 30 days to authorize production in the remaining 90,000 sq. ft. of greenhouse area.

REVENUE

The Company generates revenue primarily from the sale of cannabis products and by providing patients with physician-led cannabinoid therapy and education. Following the acquisition of Emblem Corp., the Company commenced sales to the Canadian adult-use and medical cannabis markets. The Company also generates cannabis sales through Canadian and international bulk wholesale transactions to other businesses that are authorized at law to sell cannabis.

For the three months ended December 31, 2019 ("**Q4 2019**") net revenue was $6.0 million, an increase of 22% over the previous quarter. The increase was primarily derived from a $1.0 million increase in cannabis revenue. For the year ended December 31, 2019 ("**FY 2019**"), net revenue was $16.4 million, an increase 391% over the previous year. The increase primarily derived from a $11.0 million increase in cannabis revenue, along with an increase of $2.0 million in clinics revenue. Clinic revenue is combined consultation and research revenue.

Cannabis Revenue

	Three months ended		Year ended	
($,000s)	Dec 31, 2019	Sep 30, 2019	Dec 31, 2019	Dec 31, 2018
Gross sale of cannabis revenue	5,224	4,157	12,444	629
Excise taxes	372	331	815	-
Cannabis net revenue	4,852	3,826	11,629	629

For Q4 2019 December 31, 2019, cannabis net revenue was $4.9 million, an increase of 27% over the previous quarter. The increase was primarily derived from a $2.6 million increase in bulk wholesale revenue. For FY 2019, net cannabis revenue was $11.6 million, an increase 1,748% over the previous year. The increase in FY 2019 derived from significant increases in medical, adult-use and bulk wholesale cannabis revenue.

Adult-use Cannabis Net Revenue

Net adult-use cannabis revenue for Q4 2019 was $0.6 million, a decrease of 70% over the previous quarter. The decrease was primarily due to lack of inventory for certain adult-use products.

Medical Cannabis Revenue

Net medical cannabis revenue for Q4 2019 was $1.7 million, an increase of 19% over the previous quarter.

Bulk Wholesale Revenue

Net bulk wholesale revenue received from licensed producers for Q4 2019 was $2.8 million, an increase of 1,154% over the previous quarter. The increase was primarily due to the first outdoor harvest at the Company's Port Perry Facility, which significantly increased inventory of low-cost dried flower. For further discussion, see the "*Key developments during the three months period ended December 31, 2019*" section of this MD&A.

Clinic Revenue

Clinic revenue for Q4 2019 was $1.2 million, a 4% increase over the previous quarter. Clinic revenue for FY 2019 was $4.7 million, an increase of 75% over the previous year. This was primarily due to an increase of $1.4 million in consultation services, which are sales generated from patient visits.

($,000s)	Three months ended Dec 31, 2019	Sep 30, 2019	Year ended Dec 31, 2019	Dec 31, 2018
Consultation services	719	715	2,861	1,549
Research	457	418	1,861	1,152
Total	1,176	1,133	4,722	2,701

Adjusted EBITDA

($,000s)	Three months ended Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
Operating (loss) income	(3,511)	3,938	(9,168)	(20,452)
Amortization and depreciation	2,200	2,840	4	868
EBITDA	(1,311)	6,778	(9,165)	(19,584)
Changes in FV of inventory sold	1,323	248	487	-
Unrealized gain on FV of biological assets	(2,364)	(10,366)	(2,343)	(205)
Share-based payments	929	411	4,210	7,961
One-time business advisory fees	1,630	403	2,272	907
Adjusted EBITDA[(1)]	207	(2,526)	(4,538)	(10,921)

1. See *"Cautionary Statements Regarding Certain non-IFRS Measures"* section for term definition.

The Company has reported its first quarterly positive adjusted EBITDA, of $0.2 million, compared to a loss of $2.5 million in the previous quarter. Due to a disciplined cost structure and significant revenue growth in each quarter during the fiscal year, the Company has realized substantial, sequential adjusted EBITDA improvements. The increase in adjusted EBITDA was primarily due to a 135% increase in Q4 2019 gross profit before FV adjustments on net cannabis revenue over the previous quarter.

Gross Profit & Gross Margin on Cannabis Revenue

The Company's gross margin and gross profit by market type are set out in the following table:

($,000s)	Medical Q4-19	Q3-19	Adult-use Q4-19	Q3-19	Wholesale bulk Q4-19	Q3-19	Total Q4-19	Q3-19
Gross revenue	1,805	1,534	614	2,382	2,805	241	5,224	4,157
Excise taxes[(1)]	74	84	60	230	-	17	372	331
Net cannabis revenue	1,731	1,450	554	2,152	2,805	224	4,852	3,826
Cost of goods sold	560	809	338	1,247	90	126	987	2,182
Gross profit before FV adjustments[(2)]	1,171	641	216	905	2,715	97	3,864	1,644
Gross margin % before FV adjustments[(2)]	**68%**	**44%**	**39%**	**42%**	**97%**	**44%**	**80%**	**43%**

1. Actual excise taxes for Q4 2019 was $133,922. Following a review, the Company notes that reported excises taxes in the first three quarters of FY 2019 was $238,446 less than should have been reported. The Company has included an adjustment of this amount, which results in total excise taxes of $372,368 in Q4 2019.
2. See *"Cautionary Statements Regarding Certain non-IFRS Measures"* section for term definition.

Gross profit before FV adjustments on net cannabis revenue was $3.9 million in Q4 2019. Gross margin on net cannabis revenue for Q4 2019 was 80%. The increases were primarily due to the sale of wholesale bulk flower from the Company's outdoor grow harvest at margins of 97% and improved production processes at the Company's Paris Facility, which resulted in improved gross margins for medical cannabis.

Medical cannabis gross profit

Q4 2019 medical cannabis gross profit was $1.2 million, an increase of $0.5 million over the previous quarter. Gross margin was 75%, compared to 45% in the previous quarter. The increases are primarily due to consumer purchases of a higher proportion of higher-margin product formats, including capsules and sprays, along with improvements in production processes at the Paris Facility.

Adult-use cannabis gross profit

Adult-use gross profit was $0.2 million, compared to $0.9 million. The decrease was primarily due to lack of inventory for certain adult-use products.

Wholesale bulk cannabis gross profit

Wholesale bulk gross profit was $2.7 million, and gross margin was 97%, compared to 44% in the previous quarter. The increase in gross margin was primarily due to the harvest and subsequent sale of flower grown outdoors at the Company's Port Perry Facility, which was produced at costs significantly lower than the historical cost of flower grown at the Company's indoor cultivation facilities. For further discussion, please see "*Key Developments During the Three Months Ended December 31, 2019*."

Operating Expenses

	Three months ended		Year ended	
($,000s)	Dec 31, 2019	Sep 30, 2018	Dec 31, 2019	Dec 31, 2018
Wages and benefits	2,324	2,484	8,821	3,508
General and administration	1,970	2,321	16,520	5,431
Business transaction fees	1,630	403	5,212	1,217
Amortization and depreciation	2,200	2,840	5,912	1,659
Share-based payments	929	411	13,512	10,784
Total	9,053	8,460	49,977	22,599

Operating expenses for Q4 2019 were $9.1 million, an increase of 7%, over the previous quarter, and a decrease of 30% over the three months ended December 31, 2018. Operating expenses for FY 2019 were $50.0 million, an increase of 121% over the previous year.

Operating expenses for the second half of 2019, were $17.5 million, compared to $32.5 million in the first half of 2020. The Company has prioritized a disciplined cost structure, which has resulted in cost savings and efficiencies, despite significant growth in the Company's operations. The decrease in operating expenses was primarily due to efficiencies enacted following the acquisition of Emblem Corp. in Q1 2019. Following transaction banking and legal fees, and severance payments to senior Emblem Corp. management, the Company has realized significant, sustainable cost savings. Looking forward, the Company expects modest increases in quarterly SG&A expenses over the course of 2020.

SG&A expenses for Q4 2019 were $4.3 million, a decrease of 11% over the previous quarter. Business transaction fees for Q4 2019 were $1.6 million, an increase of $1.2 million over the previous quarter. Business transaction fees are one-time, non-recurring expenses. Amortization and depreciation expenses for Q4 2019 were $2.2 million, a decrease of 23% over the previous quarter. Share-based payment expenses for Q4 2019 were $0.9 million, an increase of $0.5 million over the previous quarter.

KEY DEVELOPMENTS DURING THE THREE MONTHS ENDED DECEMBER 31, 2019

a) Completion of Paris Facility Phase II Expansion

On October 4, 2019 the Company secured full site occupancy following local inspections for the Paris Phase II expansion. This immediately followed completion of construction for the expansion, which is a 30,000 sq. ft. facility entirely dedicated to the extraction, production, packaging and distribution of high-margin, value-added cannabis health and wellness products. The Company has submitted the final site evidence package to Health Canada, demonstrating the Paris Facility's operational readiness with the expansion.

b) Supply Agreement with Aphria Inc.

On October 8, 2019 Aleafia Health announced that Emblem had terminated its long-term supply agreement with Aphria Inc. ("**Aphria**") dated September 11, 2018 in accordance with its terms as a consequence of Aphria's failure to meet its supply obligations. On December 9, 2019, Emblem referred the matter to confidential arbitration pursuant to the requirements of the supply agreement to enforce its rights and recover damages pursuant to the supply agreement. Emblem is seeking the return, in full, of its initial deposit and substantial damages for breach of contract. There are currently several unresolved disputes between the parties relating to the termination to be addressed at the arbitration. Aphria has denied liability and has issued a counterclaim against Emblem and Aleafia Health for damages that are substantially less than the deposit. Emblem and Aleafia deny that they have any liability in respect of the counterclaim. Emblem will continue to take such steps as are necessary to enforce its rights under the supply agreement and to recover damages arising from the termination. The arbitration is proceeding on an expedited schedule and is set for a hearing later in 2020.

c) Outdoor Harvest

On November 11, 2019, the Company completed its inaugural outdoor grow harvest at its Port Perry Facility and Aleafia Health announced that the harvest yielded approximately 10,300 kgs of dried flower, at an all-in cash cost per gram to harvest of $0.10. At the time of the announcement, the Company had used conservative estimates to attain the 10,300 kg yield figure. Following completion of drying and curing the final weight of the harvest was taken and the actual outdoor yield was 12,747 kgs.

d) Paris Facility Approval for Cannabis 2.0 Formats

On November 14, 2019, Aleafia Health announced that Emblem had secured two Health Canada licence amendments that authorize expanded processing capacity, allowing for the sale of new product formats at its Paris Facility. As a result of the licence amendments, the Company is now authorized to produce and sell new product formats including edibles and topicals and has adequate, licensed production space to do so.

e) LP-to-LP Transaction

On November 29, 2019, Emblem entered into a Cannabis Material Purchase Agreement with a certain Canadian Licensed Producer (the "**LP**") whereby Emblem will supply 2,840 kgs of cannabis flower to the LP at a price of $2.50 per gram. Shipments of 1,122 kgs were completed during Q4 2019. The remaining shipments were completed subsequent to the reporting period.

f) FoliEdge Academy Courses

On December 10, 2019, the Company announced that FoliEdge Academy had entered into a definitive Educational Products Distribution Agreement with Seneca College to develop and deliver new courses and programs focused on aspects of the cannabis industry in Canada. A range of courses are currently underway and publicly available through Seneca College.

KEY DEVELOPMENTS SUBSEQUENT TO DECEMBER 31, 2019

a) Cannabis Infused Sublingual Strips

On January 15, 2020, Emblem entered into a definitive licensing agreement with Kinstate Inc., to bring their award-winning, cannabis-infused sublingual strips brand and underlying technology to the Canadian market. The agreement provides the Company with the exclusive Canadian rights to manufacture, market and sell the Kin Slips brand along with rights to use the associated proprietary formulations and manufacturing methodology.

b) S&P/MX International Cannabis Index

On January 24, 2020, the Company announced that it had become a constituent company of the newly launched S&P/MX International Cannabis Index (MCAN). S&P Dow Jones calculates and manages the S&P/MX Indices. The TMX Group Inc. owns and distributes all S&P/MX equity index data. MCAN comprises a select issuer group that meets minimum market capitalization and liquidity thresholds, among other requirements.

c) Natura Naturals Supply Agreement

On January 29, 2020, Emblem entered into a final termination and mutual release agreement with Tilray, Inc. ("**Tilray**") and its affiliate High Park Gardens Inc. to terminate the supply agreement previously entered into between Tilray's subsidiary Natura Naturals Holdings Inc. (a predecessor to High Park Gardens Inc.) and Emblem.

d) Niagara Facility Licence

On March 13, 2020, Aleafia Farms secured a Health Canada Cultivation Licence for the Niagara Facility. The Licence authorizes cannabis cultivation, propagation, harvesting and sales in Building 1. Building 1 includes 50,000 sq. ft. of greenhouse area and 20,000 sq. ft. for post-cultivation operations, including drying, storage and shipping and will also be used to support outdoor cultivation.

HISTORICAL FINANCIAL RESULTS

	Three months ended			
($,000s)	**Dec 31, 2019**	**Sep 30, 2019**	**Jun 30, 2019**	**Mar 31, 2019**
Net revenue	6,028	4,958	3,839	1,525
Net cannabis revenue	4,852	3,826	2,420	531
Gross profit before FV adjustments on net revenue	4,501	2,280	1,044	(262)
Gross margin before FV adjustments on net revenue	75%	46%	27%	-17%
SG&A expenses	4,294	4,805	4,305	4,687
Net (loss) income	(9,759)	1,859	(11,477)	(20,230)
Adjusted EBITDA(1)	**207**	**(2,526)**	**(4,538)**	**(10,921)**
Balance Sheet				
Working capital	96,903	83,411	75,935	51,267
Cannabis inventory & biological assets(2)	35,086	21,474	7,217	5,564
Cash & cash equivalents	41,247	51,587	57,977	36,836

($,000s)	Three months ended Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
Net revenue	644	1,465	1,137	84
Net cannabis revenue	200	429	-	-
Gross profit before FV adjustments on net revenue	(313)	1,129	746	84
Gross margin before FV adjustments on net revenue	-49%	77%	66%	100%
SG&A expenses	4,140	1,995	1,247	1,423
Net (loss) income	(11,958)	(3,395)	(1,495)	(1,685)
Adjusted EBITDA(1)	**(4,453)**	**(866)**	**(501)**	**(1,339)**
Balance Sheet				
Working capital	25,753	23,357	28,738	29,372
Cannabis inventory & biological assets(2)	590	910	-	-
Cash & cash equivalents	26,407	22,821	29,086	30,294

1. See "*Adjusted EBITDA*" for reconciliation to the IFRS equivalent and "*Cautionary Statements Regarding Certain non-IFRS Measures*" for term definition.
2. Represents combined biological assets and cannabis inventory.

As a result of the Canabo Business Combination completed on March 26, 2018, the Company is deemed to be the continuing entity for financial reporting purposes. Therefore, the comparative and historical operations of the Company are presented as the historical information for the continuing entity. Due to the significantly altered business operations of the continuing entity, the 2017 financial results provide limited comparability with the financial results of subsequent periods.

($,000s)	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Three months ended Mar 31, 2017
Net loss	874	369	229	8,220
Basic and diluted loss per share	0.02	0.01	0.01	2.30

LIQUIDITY AND CAPITAL RESOURCES

($,000s)	Years ended December 31, 2019	2018
Cash and cash equivalents	41,247	26,407
Marketable securities	1,452	-
Current assets	117,778	29,248
Current liabilities	20,873	3,495
Working capital	96,903	25,753
Total assets	462,493	97,864
Total liabilities	77,978	5,931
Capitalization		
Lease liability	700	-
Convertible debt	51,009	-
Total debt	51,709	-
Total equity	384,515	91,933
Total capitalization	436,224	91,933

Convertible Debt

On completion of the Arrangement, Aleafia Health assumed the obligations of the convertible debentures previously issued by Emblem Corp. in February 2018 pursuant to a supplemental trust indenture dated March 2019 (the "**Supplemental Indenture**"). These convertible debentures were originally sold at a price of $1,000 per unit for gross proceeds of $25.0 million. Under the Supplemental Indenture, the convertible debentures are subject to the following terms:

- a maturity date of February 2, 2021;
- an interest rate of 8% per annum, payable semi-annually;
- convertible at $2.3875 per share, subject to adjustment in certain events, at the option of the holder; and
- Aleafia Health may require the conversion of the full principal amount of the outstanding convertible debentures at the conversion price on not less than 30 days' notice, should the daily volume weighted average trading price of the outstanding common shares of Aleafia Health on the TSX be greater than $4.12 for any 10 consecutive days.

In June 2019, Aleafia Health issued 40,250 additional convertible debentures units (the "**Aleafia Convertible Debt**") for gross proceeds of $40.3 million. The Aleafia Convertible Debt consists of one $1,000 principal amount of unsecured convertible debenture of Aleafia Health and 680 common share purchase warrants, under the following terms:

- a maturity date of June 27, 2022;
- an interest rate of 8.5% per annum; payable semi-annually;
- convertible at $1.55 per share until June 27, 2022 at the option of the holder; and
- Aleafia Health may require conversion of the full principal amount outstanding convertible debenture at the conversion price on not less than 30 days' notice, should the daily volume weighted average trading price of the outstanding common shares of Aleafia Health on the TSX be greater than $3.10 for 20 consecutive trading days.

Aleafia Health continues to use the net proceeds from the June 2019 offering to support general corporate purposes and working capital requirements.

Capital expenditures

During FY 2020, the Company completed three significant production facility expansions, completing the Niagara Facility, the Port Perry Facility's outdoor grow site, and the Paris Phase II expansion. Outstanding capital expenditures are primarily for additional infrastructure at the Port Perry Phase II outdoor cultivation expansion.

Cash flow highlights

A condensed consolidated cash flow statement of the Company is summarized below:

($,000s)	Years ended December 31, 2019	2018
Cash balance, beginning of period	26,407	1,057
Cash (used in) operating activities	(30,856)	(10,297)
Cash provided by (used in) investing activities	11,023	(9,226)
Cash provided by financing activities	34,673	44,874
Cash balance, end of period	41,247	26,407

The Company's objectives when managing its liquidity and capital resources are to ensure sufficient liquidity to support its financial obligations and execute its operating and strategic plans while maintaining healthy liquidity reserves and access to capital for at least the next twelve months.

The Company's cash flow from operations consists of revenue generated from consultation, research services and sale of cannabis. The revenue is mainly offset by increases in salaries and wages, consulting fees and professional fees incurred due to the expansion of the Company.

Cash flow from investing activities include cash received from Emblem Corp., less spending related to property, plant and equipment and investments in CannaPacific Pty Ltd. Cash flow from financing is driven by proceeds from the issuance of shares, convertible debts, disposition of land and exercise of warrants and options.

The Company's net increase in cash of $14.8 million for FY 2019, is mainly driven by the cash acquired following the acquisition of Emblem Corp. of $22.9 million, disposition of land of $8.7 million and financing activities of $34.7 million, offset by cash used in operating activities of $30.9.

Contractual obligations

As of December 31, 2019, the Company had the following contractual obligations:

($,000s)	< 2 years	2-5 years	Total
Cannabis supply agreement	558	-	558
Plant construction contracts	5,941	-	5,941
Long-term arrangements on office space	1,152	278	1,429
Service contracts	88	-	88
Total	7,739	278	8,017

Contingencies

Certain of Emblem Corp.'s former executives have been named in a claim commenced March 20, 2015 in the Ontario Superior Court of Justice that also identifies Emblem Corp. and Emblem in relation to certain services provided to the Emblem Corp. parties by an individual. The parties to the claim are: Amos Tayts (Plaintiff/Defendant by Counterclaim), Gordon Fox, Harvey Shapiro, Maxim Zavet, Levy Zavet Professional Corporation, MZ Prime Holdings Ltd., White Cedar Pharmacy Corporation, Emblem Corp. (Defendants), Emblem Cannabis Corporation, Kindcann.com, Inc. (Defendants/Plaintiffs by Counterclaim), and Talya Lev-Mor (Defendant by Counterclaim). The plaintiff has claimed $10 million in damages for some unspecified combination of the value of shareholdings in Emblem Corp. of which he says he has been wrongfully deprived, the amount by which he claims Emblem Corp. has been directly or indirectly unjustly enriched as a result of his labours, and damages for breach of contract, misrepresentation and oppression. The claim is being contested and the action is currently at the discovery stage.

It is the Company's determination that the claim of $10.0 million is primarily against the founders of Emblem Corp. and not the Emblem parties. The claim for damages against the Emblem parties, specifically, is not pleaded with sufficiency particularity to allow an accurate assessment of the quantum of damages being sought against the Emblem parties. The likely measure of damages sought will either be the market value of the services the plaintiff alleges to have provided to the Emblem parties or the degree to which Emblem Corp. was enriched by those services. The Company is of the view that the amount of the claim bears no relationship to the value of the services provided. The outcome of this legal matter is subject to negotiations by the officers of the Company and the Company believes it is unlikely to be impacted and accordingly, no amount has been provided for. A separate claim was also initiated by Tayts on March 22, 2019 in the Ontario Superior Court of Justice against Emblem and Emblem Corp. arising out of the same facts and seeking the same damages. The claim is contested but pleadings have not yet concluded.

In the ordinary course of business, from time to time, the Company may be involved in various claims related to its commercial and/or corporate activities. Although such matters cannot be predicted with certainty, management does not consider the Company's exposure to these claims to be material to these consolidated financial statements.

Off-balance sheet arrangements

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

	Years ended December 31,	
($,000s)	2019	2018
Management compensation	1,620	972
Director fees	889	-
Accounts payable and accrued liabilities	606	27
Share-based compensation	1,674	2,430

Included in management compensation is wages and benefits for nine members of the Company's management team. As at December 31, 2019, the amount of $0.6 million was due to directors and officers. The amounts are interest free, unsecured and payable on demand.

FINANCIAL INSTRUMENTS

The table below summarizes the categories under IAS 39 and the new measurement under IFRS 9 for the financial assets and financial liabilities:

	Years ended December 31,	
($,000s)	2019	2018
FVTPL[(1)]	47,315	30,407
Assets, amortized cost[(2)]	4,983	884
Liabilities, amortized cost[(3)]	71,959	3,281

1. Cash and cash equivalents, investments and marketable securities.
2. Trade receivable.
3. Accounts payable, lease liability, deferred revenue and convertible debt.

The Company classifies its fair value measurements in accordance with an established hierarchy that priorities the inputs in valuation techniques used to measure fair value as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 - Inputs that are not based on observable market data.

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by Level within the fair value hierarchy:

Fair value measurements using ($,000s)	Quoted prices in active markets for identical instruments	Significant other observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
Cash	41,247	-	-	41,247
Marketable securities	-	-	1,452	1,452
Investments	-	4,616	-	4,616
Total	41,247	4,616	1,452	47,315

Financial Instruments Risk Management

Effective risk management is fundamental to the success of the organization and is recognized as key in the Company's overall approach to strategy management. The primary goals of the risk management are to ensure that the outcomes of risk-taking activities are consistent with Company's strategies and risk appetite and that there is an appropriate balance between risk and reward in order to maximize shareholder value.

The Company has identified the following potential financial risk categories, in addition to those set out under the "*Risk Factors*" section of this MD&A:

a) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal. In the future the Company's financial assets and liabilities may comprise of foreign currencies, foreign marketable securities, convertible notes, long-term investments and promissory notes.

b) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term nature. The Company has not entered any derivative instruments to manage interest rate fluctuations.

c) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents, trade and other receivables and short-term investments. The risk exposure is limited to their carrying values reflected on the statement of financial position. To minimize credit risk, the Company places these instruments with a high-quality financial institution. There are no expected credit losses as the Company does not invest in asset backed investments. Trade and other receivables mainly consist of trade account receivable and goods and services taxes (GST/HST) recoverable.

d) Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. The Company also manages liquidity risk through the management of its capital structure. As at December 31, 2019 the Company's contractual obligations consist of accounts payable and lease liability, which has a contractual maturity date within one year. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

SUMMARY OF OUTSTANDING SHARE DATA

The following table sets forth the Company's outstanding share data as of the date of this MD&A:

Securities	Units Outstanding Mar 18, 2020
Issued and outstanding common shares	277,893,686
Stock options	24,979,725
Warrants	60,264,816
Convertible debentures	62,309

CRITICAL ACCOUNTING ESTIMATES

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting year. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future years if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

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 plants. 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.

Estimated useful lives and impairment considerations

Depreciation and amortization of property, plant and equipment and intangible assets are 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

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at their fair values. In determining the allocation of the purchase price in a business combination, including any acquisition related contingent consideration, estimates including market based and appraisal values are used. The contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity.

Research revenue

Estimates are used when the Company recognizes certain research revenue depending on how frequently patients visit its clinics and what portion of the upfront deposits are considered deferred.

Share-based compensation and warrants

In calculating the share-based compensation expense, key estimates such as the rate of forfeiture of options granted, the expected life of the option, the volatility of Aleafia Health's stock price and the risk-free interest rate are used. In calculating the fair value of the warrants, the Company includes key estimates such as the volatility of Aleafia Health's stock price, the value of the common share, and the risk-free interest rate.

NEW ACCOUNTING STANDARDS

Certain new standards, interpretations and amendments to existing standards have been issued by the International Accounting Standards Board ("**IASB**") that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The Company has not adopted any amendment, standard or interpretation that has been issued by the IASB but is not yet effective. The following accounting standards were issued and are not yet effective as of December 31, 2019:

IFRS 3 – Definition of a Business

In October 2018, the IASB issued amendments to IFRS 3 – Definition of a Business which:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an option concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020, and to asset acquisitions that occurred on or after the beginning of that period. Earlier application is permitted.

Adoption of IFRS 16 Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16 – Leases ("**IFRS 16**") which replaces IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. This standard sets out a new model for lease accounting. A lessee can choose to apply IFRS 16 using either a full retrospective approach or a modified retrospective approach. The Company has applied IFRS 16 at the date it becomes effective using a modified retrospective approach. By applying this method, the comparative information for the 2018 fiscal year has not been restated.

At the inception of a contract, the Company assesses whether a contract is or contains a lease. If so, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which consists of:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date;
- any indirect costs incurred;
- an estimate of costs to dismantle or remove the underlying asset or to restore the site on which the asset is located; and
- any incentives received from the lessor.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The lease payments associated with these leases are expensed on a straight-line basis over the lease term. The Company has reviewed existing leases and has estimated that there was no material impact to the consolidated financial statements upon adoption of IFRS 16.

On January 1, 2019, the Company adopted IFRS 16 Leases ("**IFRS 16**") using the modified retrospective approach which does not require restatement of prior period financial information as it recognizes the cumulative effect as an adjustment to opening retained earnings and applies the standard prospectively.

On adoption of IFRS 16, the Company's lease liabilities related to contracts classified as leases are measured at the discounted present value of the remaining minimum lease payments, excluding short-term and low-value leases. The right of-use assets recognized were measured at amounts equal to the present value of the lease obligations. The weighted average incremental borrowing rate used to determine the lease liability at adoption was approximately 15 per cent. The right-of-use assets and lease liability recognized relate to the Company's premises under lease.

The cumulative effect of initially applying IFRS 16 was recognized as a $1,590,651 right-of-use asset with a corresponding lease liability.

In applying IFRS 16 for the first time, the Company used the following practical expedients permitted by the standard:

- apply a single discount rate to a portfolio of leases with similar characteristics;
- account for leases with a remaining term of less than 12 months as at January 1, 2019 as short-term leases;

- account for lease payments as an expense and not recognize a right-of-use asset if the underlying asset is of low dollar value; and
- the use of hindsight in determining the lease term where the contract contains terms to extend or terminate the lease.

DISCLOSURE AND INTERNAL CONTROLS

Disclosure Controls and Procedures

Aleafia Health's disclosure controls and procedures (DCP), as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109) are designed to provide reasonable assurance that information required to be disclosed in our filings under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. They are also designed to provide reasonable assurance that all information required to be disclosed in these filings is accumulated and communicated to management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) as appropriate, to allow timely decisions regarding public disclosure. Our management, including the CEO and CFO, conducted an evaluation of the effectiveness of the DCP as of December 31, 2019 and concluded that the DCP were effective as of December 31, 2019.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (ICFR), as defined in NI 52-109. ICFR means a process designed by or under the supervision of the CEO and CFO, and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS, and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the Company's financial position;
- are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems have inherent limitations and therefore our ICFR can only provide reasonable assurance and may not prevent or detect misstatements due to error or fraud. Our management, including the CEO and CFO, conducted an evaluation of the effectiveness of our ICFR as of December 31, 2019 and concluded that our ICFR were effective as of December 31, 2019.

Changes in Internal Control over Financial Reporting

There were no changes to ICFR during the quarter and year ended December 31, 2019 that materially affected, or are reasonably likely to materially affect, our ICFR.

RISK FACTORS

Due to the nature of the Company's business and the legal and economic climate in which it operates, the Company is subject to significant risks. The risks presented below should not be considered to be exhaustive and may not be all of the risks that the Company may face. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business and operations. If any of the following or other risks are realized, the Company's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event the trading price of the Company's shares could decline and investors could lose all or part of their investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

REGULATORY AND LEGAL RISKS

Compliance with Laws

The adult-use and medical cannabis industries and markets are subject to a variety of laws in Canada and internationally.

The business and activities of the Company are heavily regulated. The Company's operations are subject to various laws, regulations and guidelines by governmental authorities, particularly Health Canada, relating to the manufacture, marketing, management, transportation, storage, sale and disposal of cannabis, and also including laws and regulations relating to health and safety, healthcare practitioner services, the conduct of operations and the protection of the environment. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over the activities of the Company, including the power to limit or restrict business activities as well as impose additional disclosure requirements on the Company's products and services.

To the knowledge of management, the Company is currently in compliance under the *Cannabis Act*. Failure to comply with the laws and regulations applicable to its operations may lead to possible sanctions including the revocation or imposition of additional conditions on its Licences to operate the Company's business; the suspension or expulsion from a particular market or jurisdiction or of its key personnel; and, the imposition of fines and censures. To the extent that there are changes to the existing or the enactment of future laws and regulations that affect the sale or offering of the Company's product or services in any way it may have a material adverse effect on the Company's business, financial condition and results of operations. Any amendment to or replacement of the *Cannabis Act* or other applicable rules and regulations governing the Company's activities may cause adverse effects on the Company's business, financial condition and results of operations.

There is also a risk that the Company's interpretation of laws, regulations and guidelines, including, but not limited to the associated regulations and applicable stock exchange rules and regulations, may differ from those of others, including those of governmental authorities, securities regulators and exchanges, and the Company's operations may not be in compliance with such laws, regulations and guidelines. Achievement of the Company's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and, where necessary, obtaining regulatory approvals. The impact of regulatory compliance regimes, and the impact of any delays in obtaining or failures to obtain regulatory approvals required by the Company may significantly delay or impact the development of the Company's business and operations and could have a material adverse effect on the Company's business, financial condition and results of operations.

Further, the Company is subject to ongoing inspections by Health Canada to monitor compliance with licensing requirements. The Company's existing Licences and any new licences that it may obtain in the future in Canada or other jurisdictions may be revoked or restricted at any time in the event that the Company is found not to be in compliance. Should the Company fail to comply with the applicable regulatory requirements or with conditions set out under its Licences or should its Licences be revoked, the Company may not be able to continue producing or distributing cannabis in Canada.

The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws and regulations may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures or remedial actions. The Company may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Changes in Laws, Regulations and Guidelines

The legislative framework pertaining to the Canadian recreational cannabis market is subject to significant provincial and territorial regulation, which varies across provinces and territories resulting in an asymmetric regulatory and market environment, different competitive pressures and significant additional compliance and other costs and/or limitations on the Company's ability to participate in such markets.

The laws, regulations and guidelines applicable to the cannabis industry domestically and internationally may change in ways currently unforeseen by the Company. The *Cannabis Act* came into effect on October 17, 2018. However, uncertainty exists with respect to the implementation of the *Cannabis Act*, federal regulations thereunder as well as the various provincial and territorial regimes governing the distribution and sale of cannabis for adult-use, recreational purposes.

Since cannabis remains illegal under U.S. federal law (other than recent the recent hemp legalization) any engagement in cannabis-related activities may lead to heightened scrutiny by regulatory bodies and other authorities that could negatively impact the Company and/or its personnel.
The impact of these new laws, regulations and guidelines on the business of the Company, including increased costs of compliance and other potential risks, cannot be fully predicted; accordingly, the Company may experience adverse effects.

Reliance on Licences and Permits

The Company's ability to grow, store and sell cannabis in Canada is dependent on its Licences from Health Canada. Failure to comply with the requirements of the Licences or any failure to maintain its Licences would have a material adverse effect on the business, financial condition and operating results of the Company.

The Port Perry Licence will expire on October 13, 2020 and the Paris Licence will expire on July 26, 2022. Although management believes it will meet the requirements of the *Cannabis Act*, for extension of the Licences, there can be no guarantee that Health Canada will extend or renew the Licences or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the Licences, or should it renew the Licences on different terms or not provide the amendments as requested for anticipated capacity increases, the business, financial condition and results of the operations of the Company will be materially adversely affected.
The Company is dependent upon its Licences for its ability to grow, store and sell cannabis and other products derived therefrom at the Port Perry and Paris Facilities**.** The Licences are subject to ongoing compliance, reporting requirements and renewal.

In addition to the Licences, the operations of the Company may require other Licences and permits from various governmental authorities, including, but not limited to, local municipalities. The Company currently has all non-federal permits and Licences that it believes are necessary to carry on its business. The Company may require additional Licences or permits in the future and there can be no assurance that the Company will be able to obtain all such additional Licences and permits. In addition, there can be no assurance that any existing Licences and permits will be renewable if and when required or that such existing Licences and permits will not be revoked.

Regulatory or Agency Proceedings, Investigations and Audits

The Company's businesses require compliance with certain laws and regulations. Failure to comply with applicable laws and regulations could subject the Company to regulatory or agency proceedings or investigations and could lead to damage awards, fines and penalties.

The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require the Company to pay substantial amounts of money, harming its financial condition.

There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operation.

Reliance on Facilities

The Port Perry Facility, the Paris Facility and the Niagara Facility are integral to the Company's business and adverse changes or developments affecting any of the Port Perry Facility, Paris Facility or the Niagara Facility may impact the Company's business, financial condition and results of operations. Adverse changes or developments affecting the Port Perry Facility, Paris Facility or Niagara Facility, including but not limited to a force majeure event or a breach of security, could have a material adverse effect on the Company's business, financial condition and prospects. Any breach of the security measures and other Facility requirements, including any failure to comply with recommendations or requirements arising from inspections by Health Canada, could also have an impact on the Company's ability to continue operating under its existing licence or the prospect of renewing the licence or could result in a revocation of the licence. In addition, the Company has made an application for an expanded outdoor grow licence at the Port Perry Facility. While the Company expects, with the addition of this licence, that the Port Perry Facility has the potential to significantly increase the Company's cultivation and growing capacity, no assurance can be given that this will be the case.

GMP Certification

In order to produce and export medical cannabis products to the German and broader European Union market, the Company must first receive GMP certification at its Paris Facility. As GMP certification requires the highest standards of pharmaceutical grade production and quality controls, the certification process can be lengthy and difficult to obtain. Until such time as the certification is obtained, if at all, the Company will not be able to export its cannabis products to the European Union market.

Constraints on Marketing Activities

The development of the Company's business and operating results may be hindered by applicable restrictions on sales and marketing activities and the potentially broad interpretation of such restrictions imposed by Health Canada. The regulatory environment in Canada limits the Company's ability to compete for market share in a manner similar to other industries. If the Company is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased sales prices for its products, the Company's sales and operating results could be adversely affected.

Intellectual Property

The Company's success depends in part on its ability to protect its rights to intellectual property and/or to license intellectual property rights on favourable terms. The Company relies upon various forms of intellectual property protection, including copyright, trademarks and trade secrets, as well as contractual provisions, to protect intellectual property rights. Despite precautionary measures, the steps the Company takes may not prevent misappropriation of the Company's intellectual property, and the agreements the Company enters into may not be enforceable. It may also be possible for third parties to obtain and use the Company's intellectual property without authorization. Policing unauthorized use of intellectual property is difficult, time-consuming and costly. Further, some foreign laws do not protect proprietary rights to the same extent as the laws of Canada.

With respect to the trademark and patent applications that the Company has filed, the Company cannot offer any assurances about whether such applications will be granted. Even if trademark and patent applications are successfully approved, third parties may challenge their validity, enforceability, or scope, which may result in such trademarks or patents being narrowed, found unenforceable or invalidated. Even if they are unchallenged, any trademark or patent applications and future trademarks and patents may not adequately protect the Company's intellectual property, provide exclusivity for its products or processes, or prevent others from designing around any issued patent claims. Any of these outcomes could impair the Company's ability to prevent competition from third parties, which may have an adverse impact on the Company's business.

Trademark protection is an important factor in establishing product recognition. The Company's ability to protect its trademarks from infringement could result in injury to any goodwill which may be developed in those trademarks. Moreover, the Company may be unable to use one or more of its trademarks because of successful third party claims.

To protect the Company's intellectual property, it may become involved in litigation, which could result in substantial expenses, divert the attention of management, cause significant delays, materially disrupt the conduct of business or adversely affect the business, financial condition and results of operations. In addition, other parties may claim that the Company's products infringe on their proprietary or patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources and legal fees, result in injunctions or temporary restraining orders or require the payment of damages.

The Company also relies on certain trade secrets, technical know-how and proprietary information that are not protected by patents to maintain its competitive position. The Company's trade secrets, technical know-how and proprietary information, which are not protected by patents, may become known to or be independently developed by competitors, which could adversely affect the Company.

OPERATING RISKS

The Cannabis Industry in Canada

As a Licensed Producer, the Company is operating its business in a relatively new industry and market. In addition to being subject to general business risks, the Company must continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the cannabis industry, such as the imposition of restrictions on sales and marketing or restrictions on sales in certain areas, could have a material adverse effect on the Company's business, financial conditions and results of operations.

Limited Operating History

The Company is a relatively early stage company having been established as a result of the Business Combination in early 2018 and, as a result, it has a limited operating history upon which its business and future prospects may be evaluated. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for the Company to meet future operating and debt service requirements, it will need to be successful in its growing, marketing and sales efforts. Additionally, where the Company experiences increased sales its current operational infrastructure may require changes to scale the business efficiently and effectively to keep pace with demand and achieve long-term profitability. If the Company's products and services are not accepted by new customers, the Company's operating results may be materially and adversely affected.

Operating in a New and Evolving Industry

The nature of the new and rapidly evolving industry and developing market for cannabis may result in management having to change focus and strategy and adapt to an evolving and changing market and industry. In addition, the Company will be susceptible to adverse developments in this new market and industry, the sole market in which it operates, such as new developments, changing demographics, changing regulatory regime and other factors.

If the Company is unable to successfully operate as a Licensed Producer, this could substantially reduce its earnings and its ability to generate stable positive cash flow from its operations and may reduce the value of the Common Shares and adversely affect the Company's ability to raise additional capital.

Reliance on Third Party Suppliers, Manufacturers and Contractors

The Company's business is dependent on a number of fundamental inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for certain inputs could materially impact the business, financial condition and operating results of the Company. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Company might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to the Company in the future. Any inability to secure required supplies and services or to do so on appropriate terms could result in a material adverse effect on the operations of the Company and materially adversely impact the business, financial condition and operating results of the Company.

Third Party Transportation

In order for customers of the Company to receive products from the Company, the Company must rely on third party mail and courier services. This can cause logistical problems with and delays in customers obtaining their orders and cannot be directly controlled by the Company. Any delay by third party transportation and/or rising costs associated with these services may adversely affect the Company's financial performance.

Moreover, security of the product during transportation to and from the Company's facilities is critical due to the nature of the product. A breach of security during transport could have material adverse effects on the Company's business, financial condition and operating results of the Company. Any such breach could impact the Company's ability to continue operating under its Licences or impede the prospect of renewing its Licences.

Reputational Risk to Third Parties

The parties with which the Company does business may perceive that they are exposed to reputational risk as a result of the Company's cannabis business activities. Failure to establish or maintain business relationships could have a material adverse effect on the Company.

Supply Shortages and Overages

The Company may not be able to obtain from third parties, or produce, enough cannabis to meet demand. This may result in lower than expected sales and revenues and increased competition for sales and sources of supply.

In the future, licensed producers in Canada may produce more cannabis than is needed to satisfy the collective demand of the Canadian adult-use and medical markets, and they may be unable to export the oversupply into other markets where cannabis use is also legal. As a result, the available supply of cannabis could exceed demand, resulting in a significant decline in the market price for cannabis. If such supply or price fluctuations occur, the Company's revenue and profitability may fluctuate materially and its business, financial condition, results of operations and prospects may be adversely affected.

In addition, demand for cannabis and cannabis products is dependent on a number of social, political and economic factors that are beyond the Company's control. A material decline in the economic conditions affecting consumers can cause a reduction in disposable income for the average consumer, change consumption patterns and result in a reduction in spending on cannabis products or a switch to other products obtained through illegal channels. There can be no assurance that market demand for cannabis will continue to be sufficient to support the Company's current or future production levels.

Disruption of Supply Chain

Conditions or events including, but not limited to, those listed below could disrupt the Company's supply chains, interrupt operations at its facilities, increase operating expenses, resulting in loss of sales, delayed performance of contractual obligations or require additional expenditures to be incurred:

(i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, etc.;

(ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (see also, "*Public Health Crises, including COVID-19*");

(iii) political instability, social and labour unrest, war or terrorism; or

(iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road.

Public Health Crises, including COVID-19

A local, regional, national or international outbreak of a contagious disease, such as COVID-19, could have an adverse effect on local economies and potentially the global economy, which may adversely impact the price and demand for the Company's products. COVID-19 could affect the Company's ability conduct operation and may result in temporary shortages of staff, to the extent its workforce is impacted.

Such an outbreak, if uncontrolled, could have a material adverse effect on our business, financial condition, results of operations and cash flows, including a potential reduction in patient visits at the Company's Clinics and, as a result, potential lost revenue.

Effectiveness 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 providers') 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 business, financial condition and operating results of the Company.

Development of New Products and Technologies

The Company and its competitors are actively seeking to develop new products in order to keep pace with any new market developments and generate revenue growth. The Company may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized, or obtaining any required regulatory approvals, which, together with any capital expenditures made in the course of such product development and regulatory approval processes, may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The technologies, processes and formulations the Company uses may also face competition or become obsolete. Rapidly evolving markets, technology, emerging industry standards and frequent introduction of new products characterize the cannabis business. The introduction of new products and new technologies, including new manufacturing processes or formulations, and the emergence of new industry standards may render the Company's current products obsolete, less competitive or less marketable.

The process of developing new products is complex and requires significant continuing costs, development efforts and third-party commitments. The Company may be unable to anticipate changes in customer requirements that could make its existing technology, processes or formulations obsolete. The Company's success will depend on its ability to continue to enhance its existing technologies, develop new technology that addresses the increasing sophistication and varied needs of the market, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. Failure to develop new technologies and products and the obsolescence of existing technologies or processes could adversely affect the Company's business, financial condition, results of operations and prospects.

Reliance on Skilled Workers and Equipment

The ability of the Company to compete and grow cannabis will be dependent on it having access to, at a reasonable cost and in a timely manner, skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company may be significantly greater than anticipated by management, and may be greater than funds available, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the operations and financial results of the Company.

Attraction and Retention of Key Personnel

The Company has a small management team and the loss of a key individual or inability to attract suitably qualified management could have a material adverse effect on the Company's business. While employment and management services agreements are customarily used as a primary method of retaining the services of key personnel, these agreements cannot assure the continued services of such persons.

The Company may also encounter difficulties in obtaining and maintaining suitably qualified staff in certain of the jurisdictions in which it conducts business. In addition, there is a risk that management or key personnel will fail to execute in their roles or falter in judgment in certain circumstances, all of which could have an adverse effect on the operations and financial results of the Company.

FINANCIAL RISKS

Compliance with TSX Requirements

On October 16, 2017, the TSX provided clarity regarding the application of Section 306 (Minimum Listing Requirements), Section 325 (Management) and Part VII (Halting of Trading, Suspension and Delisting of Securities) of the TSX Company Manual (collectively, the "**Requirements**") to TSX-listed issuers with business activities in the cannabis sector. In TSX Staff Notice 2017-0009, the TSX notes that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the Requirements. The TSX reminded issuers that, among other things, should the TSX find that a listed issuer is engaging in activities contrary to the Requirements, the TSX has the discretion to initiate a delisting review. Failure to comply with the Requirements could have a material adverse effect on the Company's business, financial condition and results of operations.
The Company's Common Shares commenced trading on the TSX (under the symbol "ALEF") on March 19, 2019.

The Company is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including, but not limited to, the Canadian Securities Administrators, the TSX, and the Ontario Securities Commission. These rules and regulations continue to evolve in scope and complexity, creating many new requirements.

No Assurance That Listing Standards of TSX Will Continue to be Met

The Company must meet continuing listing standards to maintain the listing of the Common Shares on the TSX. If the Company fails to comply with listing standards and the TSX delists the Common Shares, the Company and its shareholders could face significant material adverse consequences, including but not limited to:

(i) a limited availability of market quotations for the Common Shares;

(ii) reduced liquidity for the Common Shares;

(iii) a determination that the Common Shares are "penny stock," which would require brokers trading in the Common Shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for the Common Shares;

(iv) a limited amount of news about the Company and analyst coverage; and

(v) a decreased ability for the Company to issue additional equity securities or obtain additional equity or debt financing in the future.

Volatile Market Price of the Common Shares

The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Common Shares to sell their securities for a profit, or at all. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts (including short-sellers) or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors.

Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies.

Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

Obligations as a Public Company

As a public company, the Company is subject to corporate governance and public disclosure requirements that may increase the Company's compliance costs and risk of non-compliance, which could adversely impact the price of the Common Shares.

Dilution

The Company's articles permit the issuance of an unlimited number of Common Shares and shareholders will have no pre-emptive rights in connection with such further issuance. The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company.

Ability to Establish and Maintain Bank Accounts

While the Company does not anticipate any banking restrictions at this time, there is a risk that banking institutions may not accept payments related to the cannabis industry. Such risks could increase costs for the Company. In the event financial service providers do not accept accounts or transactions related to the cannabis industry, it is possible that the Company will be required to seek alternative payment solutions. If the industry were to move towards alternative payment solutions, 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.

Cash Flow from Operations

Operating cash flow may decline in certain circumstances, many of which are beyond the Company's control. There is no assurance that sufficient revenues will be generated in the near future. Since the Company expects to continue incurring significant future expenditures for the expansion of its facilities, the Company will continue to experience negative cash flow until it reaches a sufficient level of sales with positive gross margins to cover operating expenses. An inability to generate positive cash flow until the Company reaches a sufficient level of sales with positive gross margins to cover operating expenses or raise additional capital on reasonable terms may adversely affect the Company's viability as an operating business.

Additional Financing and Restrictions

The continued development of the Company may require additional financing. Even if its financial resources are sufficient to fund its current operations, there is no guarantee that the Company will be able to achieve its business objectives. The failure to raise additional capital could result in the delay or indefinite postponement of current business objectives or the Company becoming insolvent. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, on terms that are favourable or acceptable to the Company.

In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed in whole or in part, by debt, which may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing.

Joint Venture Vehicles

The Company currently operates parts of its business through joint ventures with other companies, and it may enter into additional joint ventures and strategic alliances in the future. Joint venture investments may involve risks not otherwise present for investments made solely by the Company, including: control, additional expenditures, conflicting interests and exit strategy, which could have a material adverse effect on the Company, its financial condition and results of operations. In addition, the Company may, in certain circumstances, be liable for the actions of its joint venture partners.

Ability to Achieve or Maintain Profitability

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

Wholesale Price of Cannabis Volatility

The Company's revenues are in a large part derived from the production, sale, and distribution of cannabis. The cost of production, sale, and distribution of cannabis is dependent on a number of key inputs and their related costs, including equipment and supplies, labour and raw materials related to the Company's growing operations, as well other overhead costs such as electricity, water, and utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the Company's financial condition and operating results. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the Company's business, financial condition, results of operations and prospects. There is currently no established market price for cannabis and the price of cannabis is affected by numerous factors beyond the Company's control. Any price decline may have a material adverse effect on the Company's business, financial condition and operations.

The Company's operating income may be significantly and adversely affected by a decline in the price of cannabis and will be sensitive to changes in the price of cannabis and the overall condition of the cannabis industry, as the Company's profitability is directly related to the price of cannabis. Any price decline may have a material adverse effect on the Company.

Impact of the Illicit Supply of Cannabis

Despite the legalization of medical and adult-use cannabis in Canada, illegal operations remain. Illegal dispensaries and market participants may be able to:

(i) offer products with higher concentrations of active ingredients that are either expressly prohibited or impracticable to produce under current Canadian regulations;

(ii) use delivery methods, including certain edibles, concentrates and extract vaporizers, that we are currently prohibited from offering to individuals in Canada;

(iii) use marketing and branding strategies that are restricted under the *Cannabis Act* and *Cannabis Regulations*; and

(iv) make claims not permissible under the *Cannabis Act* and other regulatory regimes.

As these illicit market participants do not comply with the regulations governing the medical and adult-use cannabis industry in Canada, their operations may also have significantly lower costs.
As a result of the competition presented by the illicit market for cannabis, any unwillingness by consumers currently utilizing these unlicensed distribution channels to begin purchasing from Licensed Producers for any reason or any inability or unwillingness of law enforcement authorities to enforce laws prohibiting the unlicensed cultivation and sale of cannabis and cannabis-based products could:

(i) result in the perpetuation of the illicit market for cannabis;

(ii) adversely affect the Company's market share; and

(iii) adversely impact the public perception of cannabis use and Licensed Producers, all of which could have a materially adverse impact on the Company's business, operations and financial condition.

Vulnerability to Rising Energy Costs

The Company's cannabis growing operations will consume considerable energy, which will make the Company vulnerable to rising energy costs. Accordingly, rising or volatile energy costs may adversely impact the business of the Company and its ability to operate profitably.

Employee Health and Safety Regulations

The Company's operations are subject to laws and regulations concerning employee health and safety and the Company will incur ongoing costs and obligations related to compliance with such matters. Failure to comply with safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's manufacturing operations. In addition, changes in 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 result in a material adverse effect on the operations of the Company.

ENVIRONMENTAL RISKS

Environmental Regulations and Risks

The Company's operations are subject to environmental regulation federally and in the municipal and provincial jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards. They also set forth limitations on the generation, transportation, storage and disposal of waste. Environmental legislation is evolving in a manner which will require increasingly stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Risks Inherent in an Agricultural Business

The Company will be subject to the general risks inherent in the ownership and operation of the business of planting, growing, harvesting and marketing cannabis, which, as an agricultural product, is subject to the general risks associated with all agricultural products such as disease, insect pests, changes in raw material costs, the risk and uncertainties of planting, growing and harvesting, environmental matters, considerations relating to product quality, grading and branding, changes in laws and other general economic and market conditions.

Weather conditions and climate, which can vary substantially from year to year, may have a significant impact on the size and quality of the harvest of the crops processed and sold by the Company. Such adverse weather patterns could result in more permanent disruptions in the quality and size of the available crop, which could adversely affect the Company's business.

Like other agricultural products, the quality of cannabis grown outdoors is affected by weather and the environment, which can change the quality or size of the harvest. If a weather event is particularly severe, such as a major drought or hurricane, the affected harvest could be destroyed or damaged to an extent that it would be less desirable to the Company's customers, which could result in a reduction in revenues. If such an event is also widespread, it could affect the Company's ability to acquire the quantity of products required by customers. In addition, other items can affect the marketability of cannabis grown outdoors, including, among other things, the presence of non-cannabis related material, genetically modified organisms and excess residues of pesticides, fungicides and herbicides.

OTHER RISKS

Competition

To date, Health Canada has issued hundreds of Licences to produce, cultivate and/or sell cannabis. As a result, the Company has significant competition from other companies, some of which have longer operating histories and greater financial resources, operating and marketing experience than the Company. Additionally, a large number of companies appear to be applying for production licences, some of which may:

(i) have significantly greater financial, technical, marketing and other resources;

(ii) be able to devote greater resources to the development, promotion, sale and support of their products and services; and

(iii) have more extensive customer bases and broader customer relationships.

Should the size of the cannabis market increase as projected the demand for products will increase as well, and in order for the Company to be competitive it will need to invest significantly in research and development, marketing, production expansion, new client identification, and client support. If the Company is not successful in attaining sufficient resources to invest in these areas, the Company's ability to compete in the market may be adversely affected, which could materially and adversely affect the Company's business, its financial conditions and operations.

Unfavourable Publicity or Consumer Perceptions

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

Adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis in general, or the Company's products specifically, or associating the consumption of cannabis with illness or other negative effects or events, could have a material adverse effect on the Company's business, financial condition and results of operations. 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.

New Industry and Market

The Company's business as a Licensed Producer represents a relatively new industry and nascent market. In addition to being subject to general business risks and to risks inherent in the nature of an early stage business, a business involving an agricultural product and a regulated consumer product, the Company will need to build brand awareness in the new industry and market through significant investments in its strategy, its production capacity, quality assurance, and compliance with regulations, especially against competitors who have already spent some time building their brands. These activities may not promote the Company's brand and products as effectively as intended, or at all.

This new market and industry into which management is entering will have competitive conditions, consumer tastes, patient requirements and unique circumstances, and spending patterns that differ from existing markets. There are no assurances that this new industry and market will exist or grow as estimated or anticipated, or function and evolve in a manner consistent with management's expectations and assumptions. Any event or circumstance that affects this new market and industry may materially and adversely affect the business, financial conditions and results of operations of the Company.

Product Liability

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 sale of the Company's products involves 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.

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's potential products.

Product Recalls

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 labelling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention.

Although the Company has detailed procedures in place for testing its products, 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 the Company is subject to a recall, the reputation of 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 regulatory agencies, requiring further management attention, potential loss of applicable Licences and potential legal fees and other expenses.

Managing 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. In order to manage growth and changes in strategy effectively, the Company must

(i) maintain adequate systems to meet customer demand;

(ii) expand sales and marketing, distribution capabilities and administrative functions; and

(iii) attract and retain qualified employees, including in respect of its management team.

While it intends to focus on managing its costs and expenses over the long term, the Company expects to invest to support its growth and may have additional unexpected costs. It may not be able to expand quickly enough to exploit potential market opportunities. The Company could also fail to successfully integrate acquired entities into the business of the Company.

Fraudulent or Illegal Activities by Employees, Contractors or Consultants

The Company's employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct that violates:

(i) government regulations;

(ii) manufacturing standards;

(iii) federal and provincial healthcare fraud and abuse laws and regulations; or

(iv) laws that require the true, complete and accurate reporting of financial information or data.

It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Insurance Coverage

The Company has insurance to protect its assets, operations, directors and employees. While the Company believes the insurance coverage addresses all material risks to which it is exposed and is adequate and customary in the current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, the business, results of operations and financial condition could be materially adversely affected.

Litigation

The Company may become party to litigation from time to time in the ordinary course, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the Common Shares and require the Company to devote significant resources to such matters. Even if the Company is involved in litigation and wins, litigation may redirect many of the Company's resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brands.

Conflicts of Interest

Certain directors and officers of the Company hold, and may in future hold, interests in other companies involved in the same or similar businesses to the Company and as such may, in certain circumstances, have a conflict of interest, which could be adverse to the Company and, whether the conflict of interest is real or perceived, put the reputation of the Company at risk.

Conflicts of interest, if any, which arise will be subject to and governed by procedures prescribed by the Company's governing corporate law statute which requires a director of a Company who is a party to, or is a director or an officer of, or has some material interest in any person who is a party to, a material contract or proposed material contract with the Company to disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under applicable law.

Information Technology Systems and Cyber-Attacks

The Company has entered into agreements with third parties for hardware, software, telecommunications and other information technology ("**IT**") services in connection with its operations. The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

U.S. Border Crossing

Cannabis remains illegal under U.S. federal law and those employed at or investing in legal and licensed Canadian cannabis companies could face detention, denial of entry or lifetime bans from the U.S. for their business associations with cannabis businesses. Entry happens at the sole discretion of the U.S. customs and border protection officers, who have wide latitude to ask questions to determine the admissibility of a foreign national.

The Government of Canada has warned travelers on its website that previous use of cannabis, or any substance prohibited by U.S. federal laws, could mean denial of entry to the U.S. Canadian travelers attempting to enter the U.S. for reasons related to the cannabis industry may be deemed inadmissible, and business or financial involvement in the legal cannabis industry in Canada or in the U.S. could be sufficient cause for US Customs Officers to deny entry.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for the historical statements contained herein, this Management's Discussion and Analysis contains forward-looking statements or information (collectively "**forward-looking statements**") which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues", "plans", "aim", "seek" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on current expectations and projections about future events and financial trends that they believe may affect the Company's financial condition, results of operations, business strategy and financial needs. Forward-looking statements relating to the Company include, among other things, statements relating to:

- the Company's business objectives and milestones and the anticipated timing of execution;
- the performance of the Company's business and operations;
- the intention to expand the business, operations and potential activities of the Company;
- the methods used by the Company to deliver cannabis;
- the projected increase in production capacity;
- the competitive conditions of the cannabis industry;
- the competitive and business strategies of the Company;
- the Company's anticipated operating cash requirements and future financing needs;
- the anticipated future gross revenues and profit margins of the Company's operations;
- the Company's expectations regarding its revenue, expenses and operations;
- the Company's intention to build brands and develop cannabis products targeted to specific segments of the market;
- the ongoing and proposed expansion of the Company's facilities, products or services, including associated costs and any applicable Health Canada licensing;
- the current political, legal and regulatory landscape surrounding medical and recreational cannabis and expected developments in any jurisdiction in which the Company operates or may operate;
- the receipt of any regulatory and stock exchange approvals required at any given time;
- the applicable laws, regulations and any amendments thereof;
- expectations with respect to the advancement and adoption of new product lines and ingredients;
- expectations with respect to future production costs and capacity;
- expectations with respect to the renewal and/or extension of the Company's permits and licenses;
- the ability to protect, maintain and enforce the Company's intellectual property rights;
- the ability to successfully leverage current and future strategic partnerships and alliances;
- the ability to attract and retain personnel;
- anticipated labour and materials costs;
- the Company's competitive condition and expectations regarding competition, including pricing and demand expectations and the regulatory environment in which the Company operates; and
- anticipated trends and challenges in the Company's business and the markets and jurisdictions in which the Company operates or may operate.

Forward-looking statements are based on certain key assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors the Company believes are appropriate and are subject to risks and uncertainties. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, shareholders and prospective purchasers of the Company's securities should not place undue reliance on these forward-looking statements. The above list of forward-looking statements is not exhaustive and whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

Certain of the forward-looking statements contained herein concerning medical marijuana, the general expectations of the Company related thereto, and the Company's business and operations are based on estimates prepared by the Company using data from publicly available governmental sources, as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the current medical marijuana industry involves risks and uncertainties and are subject to change based on various factors. It is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are cautioned that actual future results may differ materially from management's current expectations and the forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "*Risk Factors*" in the Company's annual information form available on the Company's profile at www.SEDAR.com.

CAUTIONARY STATEMENT REGARDING NON-IFRS MEASURES

This MD&A contains non-IFRS financial performance measures which the Company believes provides users with relevant information regarding operation performance. These measures are not recognized or defined under IFRS, and as a result, they may not be comparable to the data presented by competitors. These non-IFRS measures include, but are not limited to:

- Adjusted EBITDA is calculated as operating income (loss), excluding (i) amortization and depreciation, (ii) changes in fair value of inventory sold, (iii) unrealized gain on fair value biological assets, (iv) share-based payments and (v) one-time business transaction fees. Adjusted EBITDA is widely used by industry participants and analysts to measure company performance.
- Cannabis net revenue is sale of cannabis revenue less excise taxes
    - Medical cannabis net revenue is net cannabis revenue for Canadian and international medical sales.
    - Adult-use cannabis net revenue is net cannabis revenue for Canadian adult-use (recreational) sales.
    - Wholesale bulk cannabis net revenue is net cannabis revenue in sales to other LPs.
- Gross profit before FV adjustments on cannabis revenue is calculated as cannabis net revenue, less (i) inventory expenses to cost of sales, and (ii) doctor services.
- Gross margin before FV adjustments on cannabis net revenue is calculated as gross profit before FV adjustments on cannabis net revenue, divided by cannabis net revenue. Gross profit and gross margin before FV adjustments on cannabis revenue are further broken down by consumer market:

- Gross profit and gross margin before FV adjustments on medical cannabis revenue is gross profit and gross margin before FV adjustments on Canadian medical sales only.
- Gross profit and gross margin before FV adjustments on adult-use cannabis revenue is gross profit and gross margin before FV adjustments on adult-use sales only
- Gross profit and gross margin before FV adjustments on wholesale bulk revenue is gross profit and gross margin before FV adjustments on wholesale bulk sales only