AVANT

July 17, 2023

Management's Discussion & Analysis

Three and Six Months Ending
May 31, 2023

(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") of Avant Brands Inc. (formerly GTEC Holdings Ltd.) ("Avant" or the "Company") is for the period ended May 31, 2023. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the period ended May 31, 2023, and 2022, together with the notes thereto, which have been prepared in accordance with IAS 34, Interim Financial Reporting of the International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, as well as the annual audited consolidated financial statement for the year ended November 30, 2022 and the related MD&A.

This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A, the Financial Statements, and other disclosures have been filed on SEDAR at www.sedar.com. Additional information can also be found on the Company's website at www.avantbrands.ca.

All financial information in this MD&A, other than certain non-IFRS measures, has been prepared in accordance with IFRS and all dollar amounts are expressed in thousands of Canadian dollars ("$"), except for share and per share calculations, references to $ millions, per gram ("g") or kilogram ("kg") of dried flower, unless otherwise stated.

This MD&A contains "forward-looking information" within the meaning of applicable securities laws, and the use of certain non-IFRS measures. Refer to "Cautionary Statement Regarding Forward-Looking Information" and "Cautionary Statement Regarding Certain non-IFRS Performance Measures" in this MD&A.

This MD&A is prepared as of July 17, 2023.

COMPANY OVERVIEW

Avant is an innovative leading producer of high-quality, handcrafted cannabis products. Avant has multiple licensed and operational production facilities across Canada, which produce Avant's premium consumer brands. Avant's recreational brand portfolio includes BLK MKT™, Tenzo™, Cognōscente™, Treehugger ™ and Pristine™ Seeds, which are produced from unique cultivars, and sold in British Columbia, Saskatchewan, Manitoba, Ontario, Quebec, Atlantic Canada and the Territories. These markets represent approximately 80% of the total Canadian recreational cannabis market. Avant's medical cannabis brand, GreenTec™, is distributed nationwide, directly to qualified patients through its online portal and licensed partners.

Avant is a publicly traded corporation, listed on the Toronto Stock Exchange (TSX: AVNT), and cross trades on the OTCQX Best Market (OTCQX: AVTBF) and Frankfurt Stock Exchange (FRA: 1BU0). The Company is headquartered in Kelowna, British Columbia and has operations in British Columbia, Alberta and Ontario.

Avant is focused on creating long-term value for its shareholders and establishing itself as a leading premium cannabis company. As such, the Company has established the following key strategic areas of focus for Fiscal 2023:

1. Increase the output of cannabis flower and derivative products to satisfy domestic and international demand.
2. Launch innovative new products to maintain the Company's competitive edge as a top producer of premium cannabis products.
3. Explore new global markets for cannabis exports, leveraging the Company's reputation in existing markets (i.e. Israel & Australia).
4. Launch new cultivars from Avant's extensive library of genetics, in order to enhance product demand in all markets.
5. Operate in a frugal and cost-efficient manner to ensure efficiency and maximize output.
6. Evaluate M&A opportunities that have the potential to accelerate business growth and increase shareholder value.

Q2 2023 HIGHLIGHTS – Three months ended May 31, 2023

Key Corporate Highlights

Avant continues to deliver growth for its shareholders by achieving positive cash flow from operations, adjusted EBITDA, and adjusted net income for the three month period ended May 31, 2023. As at May 31, 2023, the Company generated strong cash flows from operations before changes in non cash working capital of $2.1 million and has $16.7 million in working capital as at May 31, 2023. Key highlights for the period included:

- Consistent growth of the Company's core sales channels, the Canadian recreational sector and global exports channel, which generated a record of $9.0 million in gross revenue during the three month period ending May 31, 2023. This represents growth of +101% over the comparative period of the prior year.
- On March 14, 2023, the Company entered into a purchase agreement to acquire the remaining 50% non-controlling interests of Avant K1, increasing its ownership interest to 100%.

Sales and Production Highlights

- Production at the Company's facilities increased 4.5% to 2,006 kg for the period ended May 31, 2023, compared to 1,919 kg in the comparative period of the prior year. As at May 31, 2023, the Company had 3,416 kg of harvested flower and 2,177 kg of harvested trim in inventory.
- The Company sold a total of 2,676 kg of cannabis in the three month period ended May 31, 2023, generating gross revenue of $9.0 million. This represents an increase of 1,726 kg, or 182% in volume, and $4.5 million, or 101% in gross revenue, compared to the comparative period of the prior year.

- Recreational cannabis sales accounted for 59% of net sales during the period ended May 31, 2023, with export and B2B sales comprising 40% of revenue, and the remainder coming from brand fees for extraction and consulting fees. This compares to 76% for recreational sales in the comparative period of the prior year, with the remainder coming from export and B2B sales, brand fees and consulting fees.
- Overall weighted average selling price of cannabis sold decreased by 20% to $3.34 per gram (with recreational cannabis average being $6.36, including excise tax) for the period ended May 31, 2023, compared to $4.53 per gram ($7.83 for recreational cannabis) in the comparative period of the prior year. The decrease in average selling price is largely due to a combination of general price compression in the industry and sales mix as we launch new products to grow top line revenue.

Key Financial Highlights

- Adjusted EBITDA income for the period ended May 31, 2023 was $1.7 million, compared to adjusted EBITDA loss of $1.0 million in the comparative period of the prior year. (Note: Adjusted EBITDA is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details).
- The Company’s cash inflow from operating activities before working capital was $2.1 million for the period ended May 31, 2023, compared to operating cash outflow of $0.6 million in the comparative period of the prior year. The cash inflow from operating activities after working capital movements was $2.0 million compared to an outflow of $1.7 million in the comparative period of the prior year. This improvement was driven by an increase in top line sales while maintaining consistent gross margin rates and cost savings in corporate overhead.
- Gross margin before fair value adjustments was $3.3 million, or 34% of net revenue in the period ended May 31, 2023, compared to $0.9 million, or 23% of net revenue in the comparative period of the prior year. This increased dollar value was due to the increased sales versus the comparative period in the prior year. The increased percentage was due to economies of scale and the product mix weighting for the current year period. (Note: Gross margin before fair value adjustments is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details).
- Operating expenses from continuing operations decreased by $0.1 million or 8% for the period ended May 31, 2023, compared to the comparative period of the prior year (excluding non-cash items such as depreciation, amortization, and share-based payments). The modest decrease reflects management being cost conscious and trying to grow top line revenues without overspending on selling, general and administrative expenses. (Note: Operating expenses from continuing operations is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details).
- Net income from operations was $0.3 million for the period ended May 31, 2023, compared to a loss of $4.5 million for comparative period of the prior year. Comprehensive loss for the current period was $0.4 million, compared to comprehensive loss of $3.8 million for the comparative period of the prior year.

YTD 2023 HIGHLIGHTS – Six months ended May 31, 2023

Sales and Production Highlights

- The Company’s generated a record of $16.8 million in gross revenue during the six month period ending May 31, 2023. This represents growth of +101% over the same quarter compared to the comparative period of the prior year.
- Production at the Company’s facilities increased 82% to 4,642 kg for the six month period ended May 31, 2023, compared to 2,556 kg in the compared to the comparative period of the prior year.
- Continued ramp-up in production at the 3PL Ventures Inc. (“3PL”) facility, with 2,045 kg of cannabis produced as at May 31, 2023.
- The Company sold a total of 4,100 kg of cannabis in the six month period ended May 31, 2023. This represents an increase of 2,254 kg, or 122% in volume, and $7.8 million, or 186% in gross revenue, compared to the comparative period of the prior year.
- Recreational cannabis sales accounted for 59% of net sales during the six month period ended May 31, 2023, with export and B2B sales comprising 40% of revenue, and the remainder coming from brand fees for extraction and consulting fees. This compares to 68% for recreational sales in the comparative period of the prior year, with the remainder coming from export and B2B sales, brand fees and consulting fees.
- Continued growth in the B2B/Export market by 162% to $6.0 million as demand for our premium flower increases and we establish a more robust customer base.
- Overall weighted average selling price of cannabis sold decreased by 20% to $4.09 per gram (with recreational cannabis average being $6.73 including excise tax) for the six month period ended May 31, 2023, compared to $4.82 per gram ($7.89 for recreational cannabis) in the comparative period of the prior year The decrease in average selling price is largely due to a combination of general price compression in the industry and sales mix as we launch new products to grow top line revenue.

Key Financial Highlights

- Adjusted EBITDA income for the six month period ended May 31, 2023 was $3.4 million, compared to adjusted EBITDA loss of $0.5 million in the comparative period of the prior year. (Note: Adjusted EBITDA is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details).

- The Company's cash inflow from operating activities before working capital was $3.8 million for the six month period ended May 31, 2023, compared to operating cash outflow of $0.5 million in the comparative period of the prior year. The cash inflow from operating activities after working capital movements was $2.4 million compared to an outflow of $3.7 million in the comparative period of the prior year.
- Gross margin before fair value adjustments was $6.3 million, or 37% of net revenue in the six month period ended May 31, 2023, compared to $1.5 million, or 23% of net revenue in the comparative period of the prior year. This increased dollar value was due to the increased sales versus the comparative period of the prior year. The increased percentage was due to economies of scale and the product mix weighting for the current year period.
- Operating expenses from continuing operations increased by $0.7 million or 22% for the six month period ended May 31, 2023, compared to the comparative period of the prior year (excluding non-cash items such as depreciation, amortization, and share-based payments). The increase in operating expenses in the current year period was primarily from the acquisition of 3PL and Flowr Okanagan. The increase can also be attributed to an increase in salaries and wages relating to higher headcount as well as increases in directors' fees and inflationary cost increases partially offset by decrease in consulting fees. (Note: Operating expenses from continuing operations excluding non-cash items is a non-IFRS performance measure. Refer to "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" for further details).
- Net income from operations was $0.4 million for the six month period ended May 31, 2023, compared to a loss of $5.5 million for comparative period of the prior year. Comprehensive loss for the current period was $0.4 million, compared to comprehensive loss of $4.3 million in the comparative period of the prior year.

CORPORATE OUTLOOK

The Company achieved gross revenues of $16.8 million and net revenues of $15.0 million in the six month period ended May 31, 2023, an increase from the comparative period of the prior year of 86% and 82%, respectively. The largest driver of sales continues to be the Canadian recreational cannabis market; however, export is also a significant and rapidly growing channel for the Company. For the six months ended May 31, 2023, total net sales broke down as follows: 59% Recreational, 40% Export-B2B and 1% Medical. Export-B2B was the fastest growing segment (+162% year-over-year); however, recreational sales was also achieving rapid growth (+58% year-over-year). Furthermore, the Company generated $2.4 million in operating cashflows for the six month period ended, which continues to show the growing profitability and sustainability of the Avant business.

The Company executed two key transactions recently that are expected to contribute to ongoing growth. On February 2, 2023, Avant Brands K1 Inc. (formerly 1000343100 Ontario Inc.), an entity of which Avant owned 50% of the issued and outstanding shares, acquired The Flowr Group (Okanagan) Inc. ("Flowr Okanagan"), including its 80,000 square-foot production facility in Kelowna, BC (the "Flowr Facility"). On March 14, 2023, the Company acquired the remaining 50% of Avant Brands K1 Inc. and now controls 100% of Flowr Okanagan through its Greentec Holdings Ltd. subsidiary. The Flowr Facility remains fully operational and is expected to increase the Company's production capabilities by approximately 60%.

On February 1, 2023, the Company completed the acquisition of the remaining 50% equity stake of 3PL Ventures Inc. ("3PL") for its production facility in Vernon, BC (the "3PL Facility"). This acquisition provides the Company with full ownership of the 3PL Facility, which is expected to generate positive cash flows over the course of Fiscal 2023.

The Company continues to expand its cultivation capacity to fulfil unmet demand for its products. Assuming a continuation of the Company's current capacity utilization, this is expected to translate into a significant increase in total output through Fiscal 2023. The Company also anticipates that the recent expansion of its genetics library (from approximately 30 cultivars to approximately 80 cultivars) will facilitate increases in both sales, through the launch of leading-edge strains and output, through the introduction of strains that excel in terms of yield, cannabinoids, terpenes and 'bag appeal.'

The Company focuses on a three-channel strategy (recreational, medical and export) to maximize sales and customer diversification. For the recreational market, Avant is highly focused on brand development and product innovation, driven by customer demand, market research and consumer insights. The Company has also leveraged its cultivation expertise and brand equity by signing co-pack agreements with selected extraction companies. Concurrent with these efforts, the Company continues to seek ways to expand into new provincial markets, with a view to increase market penetration above the current level of 80% (being the approximate share of the total Canadian market represented by the Company's current recreational cannabis markets).

The Company's export shipments demonstrate its ability to acquire the necessary accreditation (ICANNGAP via IQC) and develop the necessary export processes. More importantly, it illustrates that the competitive advantage generated by the Company's premium flower has the potential to drive success in both domestic and international markets. The Company executed and fulfilled significant sales to Israel and Australia in the period ended May 31, 2023, and is preparing to fulfill further orders with existing export clients in addition to discussions with additional potential export clients.

The Company launched its GreenTec Medical Cannabis e-commerce site in February 2021. In doing so, the Company sought to differentiate itself from existing medical cannabis businesses through several strategies, including premium products, competitive pricing, low overhead costs and eschewing reliance on cannabis clinics as a source of clients. To date, this strategy has proven successful, as reflected by steady growth in client count and revenues. The Company is now seeking to accelerate this growth by expanding its product offerings (currently 32 cultivars and 12 package format-size variants) and adding select products from other Canadian licensed producers that complement the existing product selection.

FINANCIAL HIGHLIGHTS

	H1 2023	H1 2022	H1 2021	FY23 v FY22 % Change
Revenue	$ 16,840	$ 9,070	$ 5,133	86%
Excise tax	(1,825)	(799)	(705)	128%
Net Revenue	15,015	8,271	4,428	82%
Recreational revenue	8,903	5,641	3,911	58%
Export and B2B revenue	5,961	2,276	468	162%
Medical revenue	93	102	49	(9%)
Management fees and other revenue	58	252	-	(77%)
Gross margin before fair value adjustments (1)	5,608	1,889	1,771	197%
Gross margin % before fair value adjustments (1)	37%	23%	40%	62%
Gross margin	6,339	1,545	3,067	310%
Operating expenses	6,100	7,068	2,821	(14%)
Other income (expenses)	(637)	1,184	(1,535)	(154%)
Net income (loss) before income tax	(398)	(4,339)	(1,289)	(91%)
Adjusted net income (loss) (2)	(280)	(130)	(2,736)	115%
Adjusted EBITDA (3)	1,677	(541)	(227)	410%
Operating cashflow before changes in non-cash working capital	3,812	(523)	170	n/a
Net cash flows from operating activities	2,408	(3,658)	(3,215)	n/a
Kilograms of cannabis flower sold	4,100	1,846	736	122%
Kilograms of cannabis produced	4,642	2,556	3230	82%
Average recreational gross pricing per gram (4)	7.00	7.13	7.43	(2%)
Weighted average gross pricing per gram (4)	4.09	5.11	6.81	(20%)

(1) Gross margin before fair value adjustments is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details. Management determined that the exclusion of the fair value adjustment is an alternative representation of performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell.
(2) Adjusted net loss is a non-IFRS performance measure. Refer to ‘Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details.
(3) Adjusted EBITDA is a non-IFRS performance measure. Refer to ‘Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details.
(4) Average recreational gross pricing per gram is a non-IFRS performance measure and is calculated by determining the total recreational sales divided by the total number of recreational grams sold. The weighted average gross pricing per gram is calculated by determining the total flower sales divided by the total number of flower grams sold. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details.

Management continually reviews and analyzes various financial metrics, including financial ratios such as the Current Ratio, Quick Ratio, Inventory Turnover Ratio. As of May 31, 2023, the Company maintains a Current Ratio of 2.3, a Quick Ratio of 1.2, and an Inventory Turnover Ratio of 0.7.

BRAND PORTFOLIO AND PRODUCT STRATEGY

Avant’s portfolio of brands caters to a variety of cannabis consumer preferences, meeting ever-evolving tastes, trends and price points across targeted consumer segments. The Company endeavours to help drive the cannabis industry forward through intelligent, innovative and transparent brand and product development. Examples of the Company’s strategy include being the first premium brand to package in glass bottles in Canada, the development and introduction of Canada’s first legal blunt, and being the first premium recreational brand to include terpene profiles on product packaging.

BRANDS

BLK MKT™
- Designed to resonate with legacy consumers – experienced connoisseurs who consume only top-shelf flower.
- 35 SKUs are available as at July 13, 2023.
- Products include: Dried flower, pre-rolls, BLNT, concentrates, and vapes.

Tenzo™
- Offers a diverse variety of bold cultivars that feature pungent aromas and exceptional terpene profiles.
- 11 SKUs are available as at July 13, 2023.
- Products include: Dried flower, pre-rolls, infused products, vapes, and concentrates.

Cognōscente™
- Rare, limited-edition exclusives elevating the consumer experience with curated offerings.
- 3 SKUs are available as at July 13, 2023.
- Products include: Craft tasting flight, Micro Craft Tasting Flight, Blunt Experience, and Craft Pre-roll Flight.

Treehugger™
- Premium and certified organic flower for the environmentally conscious cannabis consumer.
- 5 SKUs are available as at July 13, 2023.
- Products include: Dried flower, and pre-rolls.

Pristine™ Seeds
- Providing a variety of quality seeds to help Canadians grow cannabis at home, in a fun, informative way.
- 4 SKUs are available as at July 13 2023.

GreenTec™
- Avant's medical cannabis brand, provides easy access to premium craft cannabis directly to qualified patients across Canada.
- 65 SKUs are available as at July 13, 2023.
- Products include: Dried flower, pre-rolls, oils, vapes, edibles, concentrates, and topicals.

DISTRIBUTION STRATEGY

Avant is currently distributing cannabis through the following four distinct and complementary channels:

Recreational
The core of the Company's business is its domestic recreational cannabis business. Avant currently sells via provincial-territorial liquor boards in British Columbia, Saskatchewan, Manitoba, Ontario, Quebec, Atlantic Canada and the territories. These markets currently represent approximately 80% of the Canadian recreational cannabis market. The Company is actively pursuing listings for its products in additional provincial and territorial markets.

Medical
The medical channel bypasses the high markups and risks associated with selling through provincial liquor boards by selling direct to consumer. In February 2021, the Company launched its GreenTec Medical portal to facilitate direct sales to medical patients, and it has enjoyed steady growth in new clients since that time. Several competing online medical cannabis portals ceased operations in late 2021 and early 2022, enhancing the Company's ability to build its medical client base. Furthermore, the Company is confident that it has key competitive advantages over most of its existing online competitors, including vertical integration, reputable brands, fresh products and low overheads.

Bulk Export
Avant is a compelling supplier for international buyers seeking high-quality cannabis flower. Avant has executed multiple export contracts with clients in Israel and Australia and is actively pursuing other international markets.

Bulk Domestic
From time to time, the Company utilizes bulk business-to-business ("B2B") sales relationships to sell excess or off-spec bulk cannabis to other licensed Canadian cannabis companies. Overall, however, the Company does not deem B2B sales as financially or strategically compelling, thus, it has migrated its sales mix away from this channel since Fiscal 2021.

Given the current provincial legislative framework in Canada, Avant has pursued a multifaceted strategy to gain access to Canadian consumers. This includes supply arrangements with provincial control boards and retailers, as well as building strong relationships with major Canadian retailers. Market-specific updates are as follows:

British Columbia
The Company is currently shipping products into the British Columbia market via the B.C. Liquor Distribution Branch ("BCLDB"). The Company currently has 22 SKUs listed with the BCLDB under the BLK MKT ™, Tenzo™ and Treehugger™ brands.

Alberta
The Company supplies the Alberta market via its online medical cannabis portal (www.greentecmedical.ca).

Saskatchewan
The Company is currently shipping products into the Saskatchewan market via two wholesale distributors, in a manner that complies with the regulatory regime established by the Saskatchewan Liquor and Gaming Authority.

Manitoba
The Company is currently shipping products into the Province of Manitoba directly to Manitoba cannabis retail stores under the regulatory framework established by the Liquor, Gaming and Cannabis Authority of Manitoba.

Ontario
The Company is currently shipping products into the Ontario market via the Ontario Cannabis Store (the "OCS"). The Company currently has 40 SKUs listed with the OCS under the BLK MKT™, Tenzo™, TreeHugger™, cognōscente™ and Pristine™ brands. The OCS is currently the Company's largest recreational cannabis customer.

Quebec
In early 2021, the Company applied to the Autorité des Marches Publics ("AMP") to facilitate cannabis products listings via the Société Québécoise du Cannabis ("SQDC"). In March 2021, AMP granted the Company approval to conduct business with Quebec government entities. The Company is currently supplying the SQDC via a licensed cannabis company based in Quebec.

Atlantic Canada | Territories
The Company is currently shipping products into these markets via the respective provincial or territorial boards.

CULTIVATION FACILITIES

	AVANT CONSOLIDATED	AVANT CRAFT CANNABIS	GREY BRUCE FARMS INC.	TUMBLEWEED FARMS CORP.	GREENTEC BIO-PHARMACEUTICALS INC.	THE FLOWR GROUP OKANAGAN INC.	3PL VENTURES INC.
Location	**Canada**	Edmonton Alberta	Tiverton Ontario	Chase British Columbia	Kelowna British Columbia	Kelowna British Columbia	Vernon British Columbia
Total Size (Sq ft)	**179,000**	14,000	15,000	10,000	20,000	80,000	60,000
Production Capacity (KG) [1]	**16,440**	1,200	1,640	1,000	2,150	6,600	6,000
Status		Complete	Complete	Complete	Construction in Progress	Complete	Complete
Licence(s)		Cultivation, Processing, Sales (Medical)	Cultivation, Processing	Cultivation Processing, Sales (Medical)	-	Cultivation Processing, Sales (Medical)	Cultivation Processing, Sales (Medical)

Note (1) Total Capacity of all operating facilities increased from 6,840kg to 16,440kg in 2023, concurrent with the acquisition of Flowr Okanagan, calculated based on output of 200g to 236g per square foot of canopy space on an annualized basis (or approximately two pounds per light each harvest).

Avant Craft Cannabis Inc. ("ACC")
ACC has a fully built and operational 14,000-square-foot cannabis production facility located in Edmonton, AB. ACC sells products into provincial recreational supply chains and facilitates direct sales to medical cannabis clients. In May 2022, ACC received a license amendment from Health Canada to facilitate sales of edibles and concentrates to provincial liquor boards.

Grey Bruce Farms Incorporated ("GBF")
GBF has a fully built and operational 15,000-square-foot cannabis production facility located in Tiverton, ON on six acres of land with significant future expansion capabilities. GBF sells dried cannabis to provincial liquor boards and export customers.

Tumbleweed Farms Corp. ("TWF")
TWF has a fully built and operational 10,000-square-foot cannabis production facility located in Chase, BC on 23 acres of land with significant future expansion capabilities. TWF sells to the provincial liquor boards.

3PL Ventures Inc. ("3PL")
3PL has a fully built and operational 60,000-square-foot cannabis production facility. in Vernon, BC that received its Standard Cultivation, Standard Processing and Medical Sales License from Health Canada on August 20, 2021 and a sales amendment on May 10, 2022. 3PL sells to provincial liquor boards and to export customers.

GreenTec Bio-Pharmaceuticals Inc. ("GBP")
The GBP facility was originally intended to be 80,000 square feet, with the first phase of development to be 20,000 square feet ("GBP Phase One"). The facility is located in Kelowna, BC and was intended to serve as Avant's flagship cultivation facility with an anticipated opening of late-2019. After completing an extensive financial review, the Company suspended construction, in order to redirect capital to other priorities. The estimated cost to complete construction is approximately $2.5 million. As a result of the increased levels of demand from the export market and provincial boards, the Company has resumed the build-out of GBP Phase One in preparation for future demand.

The Flowr Group (Okanagan) Inc. ("Flowr Okanagan")
Flowr Okanagan operates a fully built and operational 80,000-square-foot cannabis production facility in Kelowna, BC. Flowr Okanagan sells to the provincial liquor boards, other domestic Licensed Producers ("LPs"), and export customers.

ENVIRONMENTAL, SOCIAL & GOVERNANCE ("ESG")

Many corporate organizations are moving to transparently disclose their ESG policies and practices. Various regulatory and governance requirements are currently under development, including the proposed National Instrument 51-107 – Disclosure of Climate-Related Matters ("NI 51-107") from the Canadian Securities Administrators. If adopted, NI 51-107 would mandate reporting issuers to disclose climate-related information in alignment with the four core disclosure elements of the Task Force on Climate-Related Financial Disclosures.

With these developments in mind, ESG considerations have been added to the mandate of the Company's Governance Committee. Management is developing an ESG framework, starting with identifying, understanding, and quantifying climate-related risks and opportunities to be considered when creating a formal ESG strategy. The Company's ESG framework will include a formalized approach to governance oversight and activities, embedding ESG into corporate strategy and risk management, and identifying metrics and targets for measuring ESG performance for communication with our stakeholders.

FINANCIAL RESULTS

		Three months ended May 31		Six months ended May 31	
	Note	**2023**	2022	**2023**	**2022**
Revenue		**$ 8,966**	$ 4,456	**$ 16,840**	9,070
Excise taxes		**(980)**	(382)	**(1,825)**	(799)
Net revenue	17	**7,986**	4,074	**15,015**	8,271
Cost of sales		**(5,303)**	(3,139)	**(9,407)**	(6,382)
Gross margin before fair value changes		**2,683**	935	**5,608**	1,889
Unrealized gain on changes in fair value of biological assets		**5,408**	544	**8,787**	1,366
Change in fair value of biological assets realized through inventory sold		**(4,743)**	(629)	**(8,056)**	(1,710)
Gross margin		**3,348**	850	**6,339**	1,545
Operating expenses					
Administration and general		**223**	188	**638**	257
Business fees and licenses		**227**	214	**501**	433
Consulting fees		**112**	156	**244**	292
Depreciation and amortization	8,9	**529**	421	**1,061**	841
Marketing and advertising		**97**	156	**162**	276
Professional fees		**292**	535	**792**	757
Salaries and wages		**738**	605	**1,469**	1,105
Share based payments	16	**775**	2,977	**1,096**	2,999
Travel		**90**	70	**137**	108
		3,083	5,322	**6,100**	7,068
Net (loss) income from operations		**265**	(4,472)	**239**	(5,523)
Other income (expense)					
Gain (loss) on marketable securities		**-**	(45)	**3**	(162)
Financing costs		**(79)**	(11)	**(91)**	(23)
Equity income on investment in associate		**-**	652	**-**	1,233
Gain on legal settlement		**2**	26	**2**	130
Interest and accretion	12,14	**(571)**	-	**(571)**	-
Foreign exchange loss		**(7)**	-	**(7)**	-
Other income		**-**	6	**27**	6
Net loss and comprehensive loss		**$ (390)**	$ (3,844)	**(398)**	$ (4,339)
Attributable to:					
Equity holders of the parent		**(557)**	-	**(433)**	-
Non-controlling interests	12	**167**	-	**35**	-
Loss per common share					
Basic and fully diluted		**$ (0.00)**	$ (0.02)	**$ (0.00)**	$ (0.02)
Weighted average shares outstanding					
Basic and fully diluted		**254,538,463**	201,370,479	**235,495,185**	200,941,504

Revenue and Gross Margin
Six Months Ended May 31, 2023

The Company recognized net revenue of $15.0 million in the period ended May 31, 2023 from the sale of 4,100 kg of cannabis, compared to $9.1 million in the comparative period of the prior year from the sale of 2,556 kg of cannabis. This increase was due to the Company releasing new products to increase market share, including pre-rolls, blunts, concentrates, and extracts, as well as sales recorded for international export amounting to 732 kg (approximately $2.5 million).

Gross margin before fair value adjustments was $5.6 million, or 37% of net revenue, in the period ended May 31, 2023, compared to $1.9 million or 23% of net revenue in the comparative period of the prior year. This increase in gross margin percentage was due to an increased percentage of international sales, decrease in cost of production as a result of higher yields, economies of scale and higher recreational sales. Gross margin before fair value adjustments is a non-IFRS measure. Refer to "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" for further details.

Production at the Company's facilities increased by 82% to 4,642 kg for the period ended May 31, 2023, compared to 2,556 kg of cannabis in the comparative period of the prior year. Additionally, 59% of net revenue during the current year period was from recreational cannabis sales into the provincial supply chain, compared to 68% of total sales in the comparative period of the prior year. The remaining sales were to wholesale customers (domestic and international), medical sales, brand fees for extraction and consulting fees.

Three Months Ended May 31, 2023

The Company recognized net revenue of $8.0 million in the period ended May 31, 2023, from the sale of 2,676 kg of cannabis, compared to $4.1 million in the comparative period of the prior year from the sale of 950 kg of cannabis. This increase was due to the Company releasing new products and provincial sales expansion to increase market share as well as international export amounting to 732 kg (approximately $2.5 million).

Gross margin before fair value adjustments was $3.3 million, or 34% of net revenue, in the period ended May 31, 2023, compared to $0.9 million or 23% of net revenue in the comparative period of the prior year. This increase in gross margin percentage was due to increases in selling prices, economies of scale and higher recreational sales. Gross margin before fair value adjustments is a non-IFRS measure. Refer to "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" for further details.

Production at the Company's facilities increased by 5% to 2,006 kg for the period ended May 31, 2023, compared to 1,919 kg of cannabis in the comparative period of the prior year. Additionally, 60% of net revenue during the current year period was from recreational cannabis sales into the provincial supply chain, compared to 76% of total sales in the comparative period in the prior year. The remaining sales were to wholesale customers (domestic and international), and medical sales, brand fees for extraction and consulting fees.

Cost of Sales
Six Months Ended May 31, 2023

Cost of sales increased to $9.4 million in the period ended May 31, 2023, compared to $6.4 million in the comparative period of the prior year. This increase was primarily due to higher sales volume in the current period. The Company also had a larger variety of SKUs as it continues to strategically expand product offerings, which resulted in increased labour and material costs as new packaging materials and vendors needed to be sourced. Cannabis operations cost of sales were comprised of the purchase of materials, testing, packaging, freight, wages and salaries, including benefits, and an allocation of other operating expenses, including facility overhead and depreciation costs.

Three Months Ended May 31, 2023

Cost of sales increased to $5.3 million in the period ended May 31, 2023, compared to $3.1 million in the comparative period of the prior year. This increase was primarily due to higher sales volume in the current period. The Company also had a larger variety of SKUs as it continues to strategically expand product offerings, which resulted in increased labour and material costs as new packaging materials and vendors needed to be sourced. Cannabis operations cost of sales were comprised of the purchase of materials, testing, packaging, freight, wages and salaries, including benefits, and an allocation of other operating expenses, including facility overhead and depreciation costs.

Operating Expenses
Six Months Ended May 31, 2023

Operating expenses from continuing operations (excluding non-cash items such as depreciation, amortization, and share-based payments) for the period ended May 31, 2023, increased by $0.7 million or 22% over the comparative period of the prior year. (Note: Operating expenses from continuing operations is a non-IFRS performance measure. Refer to "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" for further details). The modest decrease reflects management being cost conscious and trying to grow top line revenues without overspending on selling, general and administrative expenses.

Three Months Ended May 31, 2023

Operating expenses from continuing operations (excluding non-cash items such as depreciation, amortization, and share-based payments) for the period ended May 31, 2023, decreased by $0.1 million or 8% over the comparative period of the prior year. (Note: Operating expenses from continuing operations is a non-IFRS performance measure. Refer to "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" for further details). The modest decrease reflects management being cost conscious and trying to grow top line revenues without overspending on selling, general and administrative expenses.

Summary of Quarterly Results

	Q2 23	Q1 23	Q4 22	Q3 22	Q2 22	Q1 22	Q4 21	Q3 21
Revenue	$8,966	$8,837	$ 8,837	$ 4,697	$ 4,456	$ 4,614	$ 2,770	$ 3,101
Excise tax	(980)	(845)	(915)	(741)	(382)	(417)	(428)	(371)
Net Revenue	7,986	7,029	7,922	3,956	4,074	4,197	2,342	2,730
Cost of sales	(5,303)	(4,104)	(4,926)	(2,475)	(3,139)	(3,243)	(1,548)	(1,635_
Gross margin before fair value adjustments (1)	2,683	3,379	2,996	1,982	935	954	794	1,095
Net change in fair value of biological assets & impairment	665	(3,313)	(2,584)	(1,508)	(85)	(259)	(754)	(2,301)
Gross margin	3,348	2,991	412	1,955	850	695	40	(1,206)
Operating expenses	3,083	3,017	2,951	2,436	5,322	1,746	2,707	1,765
Net (loss) income from operations	265	(26)	(2,539)	(481)	(4,472)	(1,051)	(2,667)	(2,971)
Other income (expense)	(655)	18	1,107	2,712	628	556	(6,226)	325
Net (loss) income before income tax	(390)	(8)	(1,432)	2,231	(3,844)	(495)	(8,893)	(2,646)
Deferred income tax	-	-	(364)	-	-	-	1,199	-
Net (loss) income from continuing operations	(390)	(8)	(1,796)	2,231	(3,844)	(495)	(7,694)	(2,646)

(1) Gross margin before fair value adjustments is a non-IFRS performance measure. Refer to “Cautionary Statement Regarding Certain Non-IFRS Performance Measures” for further details.

LIQUIDITY AND CAPITAL RESOURCES

The following table provides a summary of the Company’s cash flows for the periods ended May 31, 2023, and 2022.

	2023	2022
Cash from/used in operating activities		
- Before changes in non-cash working capital items	**3,812**	(523)
- After changes in non-cash working capital items	**2,408**	(3,658)
Cash flows used in investing activities	**(4,198)**	(1,381)
Cash flows used in/from financing activities	**(4,193)**	(342)
Net cash outflows	**(5,983)**	(5,381)
Cash and cash equivalents	**781**	8,932

Management intends to finance operating costs over the next twelve months with current cash on hand and cash flow from operations but is considering additional debt or equity financing as a source of funding for further expansion.

The cash balance of $0.8 million at May 31, 2023 is down from $6.8 million on November 30, 2022, mostly due to the strategic acquisitions of 3PL and Flowr. The Company produced strong cash inflow from operating activities before working capital of $3.8 million for the six month period ended May 31, 2023, compared to operating cash outflow of $0.5 million in the comparative period of the prior year. The cash inflow from operating activities after working capital movements was $2.4 million compared to an outflow of $3.7 million in the comparative period of the prior year.

On July 14, 2023, the Company completed the closing of a $3.5 million credit facility, which is secured by the real estate of the Company’s non-operational and non-licensed property, GreenTec BP (“GTBP”). The credit facility bears an annual interest rate of 15% with a 3-year amortization period commencing as the facility is drawn upon in $0.5 million tranches, with a condition that the Company completes a minimum draw-down of $0.5 million before July 31, 2023. Additionally, the company shall pay a quarterly unused fee in the amount equal to an interest rate of 0.50% per quarter on the average daily unused portion of the credit facility. As of July 17, 2023, there was no amount drawn on the credit facility. Credit facility proceeds are be used solely for working capital purposes.

Liquidity and Capital Recourses

The Company manages its capital structure based on the funds available to the Company for operations. The Company's board of directors (the "Board") does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business. The Company defines capital that it manages as shareholders' equity. The Company has historically relied on a combination of income from operations, the equity markets and debt financing to fund its activities. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

FINANCIAL POSITION

The following table provides a summary of the Company's financial position as at May 31, 2023 and May 31, 2022.

		May 31, 2023		May 31, 2022
Total assets	**$**	**78,307**	**$**	49,935
Total liabilities		**21,531**		3,532
Share capital		**104,188**		102,489
Deficit	**$**	**(47,412)**	**$**	(56,086)

ADJUSTED EBITDA (NON-IFRS PERFORMANCE MEASUREMENT)

The Company has identified adjusted EBITDA as a relevant industry performance indicator. Adjusted EBITDA is a non-IFRS financial measure used by management that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies.

Management defines adjusted EBITDA as income (loss) from continuing operations, as reported, adjusted for depreciation and amortization, equity (gain) loss on investment in associate, financing costs, gains and losses on marketable securities, share-based payments, fair value gain on acquisition, change in fair value of biological assets realized through inventory sold, and unrealized gains and losses on changes in fair value of biological assets. Management believes this measure provides useful information as it is a commonly used measure in the capital markets to approximate operating earnings. See the table below for the determination of specific components of adjusted EBITDA.

	Six months ended				**Three months ended**			
		2023		**2022**		**2023**		**2022**
Income (loss) from continuing operations	**$**	**(398)**	$	(4,339)	$	**(390)**	**$**	(3,844)
Depreciation and amortization		**2,758**		1,503		**1,307**		758
Equity (gain) loss on investment in associate		**-**		(1,233)		**-**		(1,233)
Interest and accretion		**571**		-		**571**		-
Financing costs		**91**		23		**79**		23
Gain (loss) on marketable securities		**(3)**		162		**-**		162
Share based payments		**1,096**		2,999		**775**		2,977
Change in fair value of biological assets realized through inventory sold		**(8,787)**		(1,366)		**(5,408)**		(544)
Unrealized (gain) loss on changes in fair value of biological assets		**8,056**		1,710		**4,743**		629
Adjusted EBITDA	**$**	**3,384**	$	(541)	**$**	**1,677**	$	(1,072)

ADJUSTED NET LOSS (NON-IFRS PERFORMANCE MEASUREMENT)

The Company has identified adjusted net income as a relevant industry performance indicator. Adjusted net income is a non-IFRS financial measure used by management that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies.

Management defines adjusted net income as income (loss) from continuing operations, as reported, adjusted for equity (gain) loss on investment in associate, share-based payments, fair value gain on acquisition, change in fair value of biological assets realized through inventory sold, and unrealized gains and losses on changes in fair value of biological assets. Management believes this measure provides useful information as it is a commonly used measure in the capital markets to approximate operating earnings. See the table below for the determination of specific components of adjusted net income.

	Six months ended		Three months ended	
	2023	**2022**	**2023**	**2022**
Loss from continuing operations	**$ (398)**	$ (4,339)	**$ (390)**	$ (3,844)
Equity (gain) loss on investment in associate	**-**	(1,233)	**-**	(1,233)
Share based payments	**1,096**	2,999	**775**	2,977
Unrealized (gain) loss on changes in fair value of biological assets	**(8,787)**	(1,366)	**(5,408)**	(544)
Change in fair value of biological assets realized through inventory sold	**8,056**	1,710	**4,743**	629
Adjusted net income (loss)	**$ (33)**	$ 237	**$ (280)**	$ (2,015)

PROPERTY, PLANT AND EQUIPMENT

The following table provides a summary of the Company's property, plant, and equipment as at May 31, 2023:

	ACC	**GBF**	**TWF**	**GBP**	**TFGOK**	**3PL**	**Corporate**	**TOTAL**
Land	-	195	160	19	-	-	974	**1,348**
Buildings	-	3,547	3,521	-	-	-	-	**7,068**
Growing & processing equipment	944	773	369	1,139	2,663	3,061	31	**8,980**
Other	19	10	10	-	-	5	-	**44**
Right-of-use assets	82	-	-	-	3,031	2,400	437	**5,950**
Leasehold improvements	116	-	-	-	5,276	5,505	-	**10,897**
Construction in process	-	-	-	6,054	-	-	-	**6,054**
	1,161	**4,525**	**4,060**	**7,212**	**10,970**	**10,971**	**1,442**	**40,341**

SHAREHOLDERS' EQUITY

The Company is authorized to issue an unlimited number of common shares ("Common Shares"). The table below outlines the number of issued and outstanding Common Shares, stock options ("Options"), restricted share units ("RSUs"), deferred share units ("DSUs") and share purchase warrants ('Warrants") of the Company.

	July 17, 2023	**May 31, 2023**	**November 30, 2022**
Common shares	257,580,816	257,539,148	206,094,740
Warrants	43,566,250	41,816,250	36,816,250
RSUs and DSUs	3,911,530	3,911,530	5,016,972
Options – vested and exercisable	12,521,100	11,921,100	7,207,500

Escrow shares

As at May 31, 2023, there were 1,085,713 common shares held in escrow pursuant to an agreement with a consulting firm to facilitate the acquisition and cultivation of cannabis genetics, which will be released contingent upon the occurrence of future events.

Warrants

As at May 31, 2023, the following Warrants were outstanding:

Number of Warrants	Exercise price per share		Expiry date
6,772,500	$	0.30	March 8, 2024
1,293,750	$	0.80	March 30, 2024
28,750,000	$	1.04	March 30, 2024
5,000,000	$	0.50	February 1, 2025
41,816,250			

RSUs and DSUs

As at May 31, 2023, the following RSUs and DSUs were outstanding:

Number of RSUs and DSUs	Grant date
3,608,703	March 1, 2022
132,372	December 28, 2022
170,455	February 22, 2023
3,911,530	

Options

At May 31, 2023, the following Options were outstanding:

Number of options	Options Vested	Exercise price per share	Expiry date
1,500,000	1,500,000	$0.34	August 14, 2024
100,000	100,000	$0.30	September 25, 2024
387,500	387,500	$0.30	October 23, 2024
50,000	50,000	$0.30	August 12, 2023
5,060,000	5,060,000	$0.27	February 28, 2025
6,000,000	1,800,000	$0.18	January 9, 2026
3,023,600	3,023,600	$0.20	March 14, 2026
16,121,100	11,921,100	$0.23	

RELATED PARTY TRANSACTIONS

Key management compensation

All transactions with related parties have occurred in the normal course of operations. Key management is comprised of directors and executive officers. Key management compensation for the periods ended May 31, 2023, and 2022 consists of the following:

		May 31, 2023		May 31, 2022
Salaries and wages	**$**	**363**	$	385
Director fees		**85**		72
Share-based payments		**988**		910
	$	**1,436**	$	1,367

(1) Share-based payments are the fair value of Options and RSUs granted and vested to key management of the Company under the Company's incentive plans.

Related party balances

As at May 31, 2023, accounts payable included $43 (November 30, 2022: $nil), which was due to directors of the Company in connection with directors' fees.

Related party transactions

During the period ended November 30, 2017, the Company entered into share purchase agreements to purchase 100% interest in GBF, 1118157 B.C. Ltd. ("1118157 BC"), Zenalytic Laboratories Ltd and GBP. Each one of these entities was under common control with two of the Company's executive officers. Certain milestones within these agreements remain outstanding and are disclosed under Note 21 of the condensed interim consolidated financial statements.

COMMITMENTS

The Company has the following outstanding commitments based on achieving certain milestones:

GBF

On March 13, 2020, the Company entered into an amending agreement with the vendors of GBF, amending certain terms and conditions of the definitive share purchase agreement dated September 15, 2017. During the period ended May 31, 2023, the final milestone related to GBF was achieved, and the Company issued 1,000,000 Common Shares in connection with such a milestone.

GBP

As at May 31, 2023, the Company has committed to issue Common Shares valued at $2.5 million contingent on future events as follows:

Trigger event		
Completion of GBP construction of a Health Canada approved cannabis production facility in compliance with the *Cannabis Act* and the regulations promulgated thereunder (collectively, the "CA&R")		500
GBP obtaining a license to sell cannabis under the CA&R		500
GBP having sold an aggregate of 3,000kg of dried cannabis		750
GBP completing construction of an expansion to its production facility to increase production by at least 8,500kg per annum and receiving an amendment to its production and sales licenses		750
	$	**2,500**

On March 13, 2020, the Company entered into an amending agreement with the vendors of GBP, amending certain terms and conditions of the definitive share purchase agreement dated November 15, 2017.

The vendors of GBP agreed to reduce their entitlement to a portion of the purchase price such that the remaining payment obligations of the Company in connection with the acquisition of GBP were reduced by $5,750. In addition to reducing the milestone payments, the vendors of GBP agreed to restructure the remaining milestones, as shown in the above table and raise the floor price of the Common Shares to be issued in connection with the new milestones to a deemed price per share equal to the greater of (A) the 10-day volume-weighted average trading price of the Company's Common Shares, and (B) $1.00. Of the $5,750 reduction to the Company's payment obligations, $5,615 of the remaining milestone payments was waived by an executive officer of the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires management to make certain estimates and apply judgment affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period.

The areas involving higher degrees of judgment, or areas where assumptions and estimates are significant to the financial statements, are:

Biological assets and inventory
In calculating the value of the biological assets and inventory, management is required to make a number of estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, sales price, wastage and expected yields for the cannabis plant. In calculating final inventory values, management is required to determine an estimate of spoiled or expired inventory and compare the inventory cost to the 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 control over an investee exists and, if so, whether an acquisition is a business combination or an asset acquisition. In an asset acquisition, the purchase price is allocated across all acquired assets and liabilities. 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.

Investments in associates
Management exercises judgment in determining whether the Company has acquired significant influence over an entity. An assessment of significant influence is performed at the inception of a relationship between any entity and the Company. When performing this assessment, the Company considers all facts and circumstances, and it must reassess whether it still has significant influence over an investee if facts and circumstances indicate there are changes to one or more of the conditions of significant influence.

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 the price of the Common Shares 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 the price of the Common Shares, the value of the Common Shares, and the risk-free interest rate.

Deferred tax assets and liabilities
The estimation of income taxes includes evaluating the recoverability of deferred tax assets and liabilities based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to the expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets and liabilities will be realized. The ultimate realization of deferred tax assets and liabilities is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets or liabilities, and deferred income tax provisions or recoveries could be affected.

Going concern

The Company has incurred losses since its inception and has an accumulated deficit of $57 million as at May 31, 2023, that has been funded primarily by the issuance of equity, convertible debentures and advances from related parties. There is a material uncertainty related to these conditions that casts significant doubt about the Company's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern depends upon its ability to generate profitable operations or raise adequate financing in the future.

ADOPTION OF NEW ACCOUNTING POLICIES

New IFRS Standards in issue but not yet effective:

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendment is effective for annual periods beginning on or after January 1, 2023, with early application permitted. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

The amendment clarifies the requirements relating to determining if a liability should be presented as current or non-current in the statement of financial position. Under the new requirement, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendment is effective for annual periods beginning on or after January 1, 2023, with early application permitted. The Company is currently evaluating the potential impact of these amendments on the Company's condensed interim consolidated financial statements.

Amendments to IAS 41: Agriculture

As part of its 2018-2020 annual improvements to IFRS standards process, the International Accounting Standards Board (the "IASB") issued amendments to IAS 41. The amendment removes the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

Definition of Accounting Estimates (Amendments to IAS 8)

On February 12, 2021, the IASB issued the Definition of Accounting Estimates (Amendments to IAS 8). The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted. The Company is currently evaluating the potential impact of these amendments on the Company's condensed interim consolidated financial statements.

Disclosure initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

On February 12, 2021, the IASB issued Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements). The amendments help companies provide useful accounting policy disclosures.

The key amendments include:

- requiring companies to disclose their material accounting policies rather than their significant accounting policies;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and, as such, need not be disclosed; and,
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The amendments are effective for annual periods beginning on or after January 1, 2023, with early adoption permitted. The Company is currently evaluating the potential impact of these amendments on the Company's condensed interim consolidated financial statements.

FINANCIAL INSTRUMENTS

The Company's activities expose it to a variety of financial risks, such as: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and commodity and equity price risk). The Company's management team carries out risk management with guidance from the Company's audit committee (the "Audit Committee") under policies approved by the Board. The Board also provides regular guidance for overall risk management.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, marketable securities, deposits, investment in associate, accounts payable, other liability and lease liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values.

Market Risk
Market risk is the risk that the fair value of future cash flows will fluctuate due to changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk, and commodity price risk.

Foreign Currency Risk
The Company operates primarily in Canadian dollars and, as such, is not materially affected by the fluctuations of the Canadian dollar with other currencies.

Interest Rate Risk
Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's current policy is to invest excess cash in certificates of deposit or interest-bearing accounts of major Canadian chartered banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its financial institutions.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. Sensitivity to a plus or minus 1% change in interest rates would not have a material impact on the reported consolidated net (loss) income and comprehensive consolidated net (loss) income for the period. The company currently has no significant exposure in its operations to interest rate fluctuations, as the Company's interest-bearing liabilities have fixed interest rate.

Commodity Price Risk
The Company is exposed to price risk with respect to commodity prices of cannabis. As a result, commodity price risk may affect the Company's ability to operate profitably, completion of future equity transactions such as equity offerings and the exercise of Options and Warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Credit Risk
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and accounts receivable. At present, the Company holds its cash in Canadian Charted Banks and will only consider investment of excess cash in highly rated government and corporate debt securities or guaranteed certificates from Canadian chartered banks. The Company has established guidelines, including diversification, credit ratings and maturities, to ensure the safety and liquidity of its cash. Over 51% of the Company's trade accounts receivable balance at May 31, 2023, is due from a governmental agency.

Subsequent to quarter-end, the Company has collected on 58% of the receivable balance. The Company does not have a history of inability to collect on its trade accounts receivable, and all balances due at May 31, 2023, are considered collectible.

At May 31, 2023, the Company's maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. To the extent that the Company does not believe it has sufficient liquidity to meet its current obligations, the Board considers securing additional funds through issuances of equity and debt or partnering transactions. The Board approves any material transactions outside the ordinary course of business. Management regularly reviews the Company's operating and capital budgets and maintains short-term cash flow forecasts. The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

Inflation Risk
Inflation risk is the risk that the Company's costs become subject to significant inflationary pressures, which could have a material effect on the Company's business, financial condition or results of operations. The Company may not be able to fully offset such higher costs through price increases. The Company's inability or failure to do so could harm its business, financial condition and results of operations. Furthermore, the Company's suppliers are also subject to risks associated with inflationary pressures that could impact their business and financial condition. These pressures could subsequently result in impacts to the Company's financial results and further affect the business.

Maturity Risk
The Company's cash and cash equivalents balance at May 31, 2023, was $0.8 million. At May 31, 2023, the Company had accounts receivable of $6.6 million, accounts payable and accrued liabilities of $5.1 million, current lease liabilities of $0.7 million, long-term lease liabilities of $5.4 million, a promissory note of $1.5 million, and current debenture payable of $5.0 million and a non-current debenture payable of $2.6 million. Promissory note, accounts payable and accrued liabilities are current.

As at May 31, 2023, the Company did not have derivative financial liabilities with contractual maturities.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses and commitments for a period of 90 days. To achieve this objective, the Company prepares annual operating and capital expenditure budgets, which are regularly monitored and updated as considered necessary.

The following table summarizes the maturities of the Company's financial liabilities as at May 31, 2023, based on the undiscounted contractual cash flows:

	Carrying value	Principal amount	Less than 1 year	1 - 5 years
Accounts payable	$ 5,140	$ 5,140	$ 5,140	$ -
Lease liabilities	6,145	6,145	1,267	4,874
Promissory note	1,491	1,491	1,491	-
Convertible debenture	7,650	7,916	6,333	1,583
	$ 20,426	**$ 20,692**	**$ 14,231**	**$ 6,461**

Fair value classification of financial instruments

	Amortized cost $	Fair Value through Profit or Loss $	Total $
Assets			
Cash	781	-	781
Accounts receivable	6,572	-	6,572
Marketable securities	-	19	19
Liabilities			
Accounts payable and accrued liabilities	5,140	-	5,140
Promissory note	1,491	-	1,491
Lease liabilities	6,145	-	6,145
Convertible debenture payable	7,650	-	7,650

Fair value measurement is based on a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value, which are:

Level 1 — measurement based on quoted prices (unadjusted) observed in active markets for identical assets and liabilities.

Level 2 — measurement based on inputs other than quoted prices included in Level 1 that are observable for the asset and liability.

Level 3 — measurement based on inputs that are not observable (supported by little or no market activity) for the asset or liability.

At May 31, 2023, the Company had Level 1 financial instruments, consisting of cash and cash equivalents and marketable securities, with a fair value of $800 (November 30, 2022: $6,780). The Company has no level 3 financial instruments.

At May 31, 2023, the Company had Level 2 financial instruments, consisting of the convertible debenture payable (liability and equity components), with a fair value of $7,651 and $515 (November 30, 2022: $nil). The fair value of the equity component was measured at fair value based on a barrier option pricing model. The primary inputs that drove the value were the strike price, volatility, discount rate (risk-free rate), and barrier.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information within the meaning of Canadian securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions.

Such forward-looking statements are based on numerous assumptions, including among others, the Company’s ability to create long-term value for its shareholders and establish itself as a premier craft cannabis company; the Company’s ability to grow market share; the Company’s ability to develop new and innovative products; the Company’s ability to expand into international cannabis export markets; the Company’s ability to operate in a cost-efficient manner; the Company’s ability to fulfill consumer demand in Canada and internationally; the Company’s expectations with respect to future increases in product output; the Company’s expectations with respect to the expansion of its genetics library; the Company’s ability to fulfill current and future orders; the Company’s expectations with respect to continuing demand for its products; the Company’s expectations with respect to the expansion of its cultivation facilities; the Company’s ability to achieve positive cash flow from operations; the Company’s ability to expand into new provincial and territorial markets; the Company’s expectations with respect to maintaining a competitive advantage over competitors; the Company’s ability to finance operating costs with current cash on hand and cash flow from operations; and the Company’s expectations with respect to other economic, business, and/or competitive factors.

Forward-looking statements are not guarantees of future performance, but are instead based on the reasonable assumptions and estimates of management of the Company at the time they are made and involve known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements contained in this MD&A. Such factors include, but are not limited to, the factors discussed in the section entitled “Risks and Uncertainties” herein and in the section entitled “Risk Factors” herein and the section entitled “Risk Factors” in the Company’s annual information form dated February 27, 2023 (the “AIF”).

Forward-looking statements contained herein are made as of the date of this MD&A and, other than as required by law, the Company disclaims any obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive, and all forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements contained herein are based on information available as of July 17, 2023.

CAUTIONARY STATEMENT REGARDING CERTAIN NON-IFRS PERFORMANCE MEASURES

This MD&A contains certain financial performance measures that are not recognized or defined under IFRS (“Non-IFRS Measures”). As a result, this data may not be comparable to data presented by other licensed producers and cannabis companies. For an explanation of these measures to related comparable financial information presented in the consolidated financial statements prepared in accordance with IFRS, refer to the discussion below. The Company believes that these Non-IFRS Measures are useful indicators of operating performance and are specifically used by management to assess the financial and operational performance of the Company. These Non-IFRS Measures include, but are not limited, to the following:

- Adjusted EBITDA is a measure of the Company’s financial performance. It is intended to provide a proxy for the Company’s operating cash flow and is widely used by industry analysts to compare the Company to its competitors and derive expectations of the future financial performance of the Company. Adjusted EBITDA increases comparability between comparative companies by eliminating variability resulting from differences in capital structures, management decisions related to resource allocation, and the impact of fair value adjustments on biological assets and inventory, which may be volatile on a period-to-period basis. Adjusted EBITDA is not a recognized, defined, or standardized measure under IFRS. Management defines adjusted EBITDA as loss from continuing operations, as reported, adjusted for depreciation and amortization, equity loss on investment in associate, financing costs, gains and losses on sale of marketable securities, Canadian emergency wage subsidy, interest and accretion, share-based payments, change in fair value of biological assets realized through inventory sold, and unrealized gains and losses on changes in fair value of biological assets.
- Adjusted net income is a measure of the Company’s financial performance. Management defines adjusted net income as income (loss) from continuing operations, as reported, adjusted for equity (gain) loss on investment in associate, Canadian emergency wage subsidy, share-based payments, fair value gain on acquisition, change in fair value of biological assets realized through

inventory sold, and unrealized gains and losses on changes in fair value of biological assets. Management believes this measure provides useful information as it is a commonly used measure in the capital markets to approximate operating earnings.

- Gross margin before fair value adjustments is a relevant industry performance indicator. Management determined that the exclusion of the fair value adjustment is an alternative representation of performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell. Management believes this measure provides useful information as it is a commonly used measure in the capital markets to approximate gross margin less non-cash gains/losses.
- Average recreational gross pricing per gram is a relevant industry performance indicator. Average recreational gross pricing per gram is calculated by determining the total recreational sales divided by the total number of recreational grams sold. The primary driver of changes in this metric are shifts in product mix. Management believes this measure provides useful information as it is a commonly used measure in the capital markets to evaluate a Company's ability to resist price compression.
- Weighted average gross pricing per gram is a relevant industry performance indicator. Average recreational gross pricing per gram is calculated by determining the total flower sales divided by the total number of flower grams sold. The primary driver of changes in this metric are shifts in business mix (e.g. between recreational and export sales). Management believes this measure provides useful information as it is a commonly used measure in the capital markets to evaluate a Company's ability to resist price compression.
- Operating expenses from continuing operations is a measure of the Company's financial performance. It is intended to provide a proxy for the Company's operating cash flow and removes non-cash operating expenses such as share-based payments and depreciation.

RISK FACTORS

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

This section discusses factors relating to the business of the Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive, and the Company may face risks and uncertainties not discussed in this section, or not currently known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

Liquidity and Additional Financing
The Company has limited financial resources and revenues. There can be no assurance that additional funding will be available to the Company for further development of its assets or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Reliance on Licenses
The Company's ability to cultivate, produce and sell cannabis in Canada is dependent on maintaining its license with Health Canada. All of the Company's licenses are or will be, subject to ongoing compliance and reporting requirements. Failure to comply with the requirements of the licenses, to maintain its licenses, and to renew the licenses after their expiry dates would have a material adverse impact on the business, financial condition and operating results of the Company.

Should Health Canada not extend or renew existing licenses, renew existing licenses on different terms, or refuse applications for new licenses, the business, financial condition and operating results of the Company would be materially adversely affected.

Change in Laws, Regulations and Guidelines
The Company's business is subject to particular laws, regulations, and guidelines. The production and distribution of cannabis is a highly regulated field, and although the Company intends to comply with all laws and regulations, any changes to such laws, regulations, guidelines and policies due to matters beyond the control of the Company may cause adverse effects to its operations.

Limited Operating History, History of Losses, and No Assurance of Profitability
The Company was incorporated and began operations in June 2017, and as of the date of this, MD&A has not generated material positive cash flow from operations. The Company is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages, limitation with respect to personnel, financial and other resources, and lack of revenues.

The Company has incurred operating 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. There is no assurance that the Company will be successful in achieving a return on shareholders' investments, and the likelihood of success must be considered in light of the early stage of operations.

Litigation
The Company may become party to litigation, mediation and/or arbitration from time to time in the ordinary course of business, which could adversely affect its business. Monitoring and defending against legal actions, whether or not meritorious, can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. In addition, legal fees and costs incurred in

connection with such activities may be significant, and we could, in the future, be subject to judgments or enter into settlements of claims for significant monetary damages.

Fluctuating Prices of Raw Materials
The Company's revenues are largely derived from the production, sale and distribution of agricultural products or products related to the growth of such agricultural products. The price of production, sale and distribution of these products will fluctuate widely and is affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new production and distribution developments and improved production and distribution methods. The effect of these factors on the price of the Company's products and, therefore, the economic viability cannot accurately be predicted.

In addition, the current economic environment may result in significant inflationary pressures for the price of the Company's inputs and labour, which could have a material effect on the Company's business, financial condition or results of operations. The Company may not be able to fully offset such higher costs through price increases. The Company's inability or failure to do so could harm its business, financial condition and results of operations.

Volatile Market Price of 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.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

In the preparation of the Company's financial statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Pursuant to National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI52-109"), the Company is required to establish and maintain disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). DC&P are designed to provide reasonable assurance that information required to be disclosed by an issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by an issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the issuer's management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure. ICFR is a process designed by, or under the supervision of, an issuer's certifying officers and effected by the issuer's 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.

Pursuant to NI52-109, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO" together with the CEO, the "Certifying Officers") of the Company are required to certify that they are responsible for establishing and maintaining the Company's DC&P and ICFR. In addition, the Certifying Officers are required to confirm that they have designed, or caused to be designed, the Company's DC&P and provide reasonable assurance that (i) material information relating to the Company was made known to the Certifying Officers by others, particularly during the period in which the Filings (as defined below) were prepared; and (ii) information required to be disclosed by the Company in the Filings was recorded, processed, summarized and reported within the time periods specified in securities legislation. Further, the Certifying Officers are required to confirm that they have designed, or caused to be designed, the Company's ICFR and provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Certifying Officers are also responsible for disclosing any changes in the Company's ICFR that occurred during the most recent period that has materially affected or is reasonably likely to materially affect, the Company's ICFR.

In accordance with NI 52-109, the Certifying Officers have certified that they have reviewed the Financial Statements and MD&A (collectively, the "Filings") and that, based on their knowledge and having exercised reasonable diligence, (i) the Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the Filings; and (ii) the Financial Statements together with the other financial information included in the Filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in the Filings.

The Company's ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with IFRS. However, due to inherent limitations, internal control over financial reporting may not prevent or detect all misstatements and fraud, which may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Management has used the Internal Control–Integrated Framework (COSO 2013 Framework) issued by the Committee of Sponsoring Organization of the Treadway Commission to assess the effectiveness of the Company's ICFR. There have been no changes in the Company's ICFR reporting during the period ended May 31, 2023, which have materially affected or are reasonably likely to materially affect, the Company's ICFR.

Proposed Transactions
There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time with independent entities to allow for discussions of the potential acquisition and/or development of potential business relationships.

Approval
The Board oversees management's responsibility for financial reporting and internal control systems through the Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board. The Board has approved the financial statements and the disclosure contained in this MD&A.