



## **Management's Discussion and Analysis**

**For the Three Months Ended: January 31, 2018**

**Date: March 29, 2018**

The following is a Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Cannabis Growth Opportunity Corporation (the "Corporation" or "CGOC"). This MD&A should be read in conjunction with the Corporation's condensed interim financial statements for the three months ended January 31, 2018 (the "Financial Statements").

Except as otherwise noted, (see "Use of Non-GAAP Measures" elsewhere in the MD&A), all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures included therein and in the following MD&A are expressed in Canadian dollars unless otherwise indicated.

## **About CGOC**

CGOC is an investment corporation, which incorporated under the laws of Canada on October 29, 2017. On January 26, 2018 (the "Closing Date"), the Corporation completed its initial public offering (the "Offering"). Pursuant to the Offering, the Corporation issued 15,513,250 Units at a price of \$2.50 per Unit for gross proceeds of \$38,783,125. Each Unit consists of one common share and one warrant in the capital of the Corporation. CGOC's common shares and warrants trade publicly on the Canadian Securities Exchange (the "Exchange"), under the symbols CGOC and CGOC.WT respectively. The Corporation's principal business address is 240 Richmond St. W, Suite 4163, Toronto, Ontario, M5V 1V6.

The Corporation's investment objectives are to provide shareholders long-term total return through capital appreciation by investing in an actively managed portfolio of securities of public and private companies operating in or that derive a significant portion of their revenue or earnings from products or services related to the cannabis industry.

The Corporation plans to invest primarily in publicly traded equity securities (the "Public Portfolio"), but it may also invest up to 40% (determined at the time of investment) of the Corporation's total assets in private equity investments (the "Private Portfolio", and together with the Public Portfolio, the "Portfolio"). The Portfolio composition will vary over time depending on the Corporation's and the Investment Manager's assessment of overall market conditions, opportunities and outlook including the allocation between the Public Portfolio and the Private Portfolio which will be determined by the Corporation.

Generally, the Corporation will seek to invest approximately 60% of its total assets in the Public Portfolio and 40% of its total assets in the Private Portfolio. CGOC Management Corp (the "Manager") is the manager and promoter of the Corporation. See *Appendix I* for the management agreement between the Manager and the Corporation. StoneCastle Investment Management Inc. will act as the Corporation's investment manager (the "Investment Manager") with respect to the Public Portfolio.

The Corporation is subject to certain restrictions and practices contained in securities legislation. In addition, the Corporation is subject to the following investment restrictions which limit the securities that the Corporation may acquire for the Portfolio:

- (i) purchase securities, other than securities of cannabis issuers, provided that the Corporation may purchase securities of issuers operating in subsectors ancillary to the cannabis industry in an amount up to 25% of the total assets of the Corporation;
- (ii) invest more than 40% of its total assets in securities of private issuers;
- (iii) invest more than 10% of its total assets in securities of any single issuer other than securities issued or guaranteed by the government of Canada or a province or territory thereof or securities issued or guaranteed by the U.S. government or its agencies and instrumentalities;
- (iv) invest in securities of issuers that are in breach of the *Access to Cannabis for Medical Purposes Regulations* and/or the regulatory framework enacted by the applicable U.S. state;
- (v) borrow money or employ any other forms of leverage greater than 25% of the value of the Public Portfolio;
- (vi) have short exposure, other than for purposes of hedging, in excess of 20% of the total assets of the Corporation as determined on a daily marked-to-market basis;
- (vii) conduct any activity that would result in the Corporation failing to qualify as a “public corporation” within the meaning of the *Income Tax Act* (Canada);
- (viii) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the Corporation (or the partnership) would be required to include any significant amounts in income pursuant to section 94.1 of the *Income Tax Act* (Canada), (b) an interest in a trust (or a partnership which holds such an interest) which would require the Corporation (or the partnership) to report income in connection with such interest pursuant to the rules in section 94.2 of the *Income Tax Act* (Canada), or (c) any interest in a non-resident trust (or a partnership which holds such an interest) other than an “exempt foreign trust” for the purposes of section 94 of the *Income Tax Act* (Canada);
- (ix) invest in any security that is or would be a tax shelter investment within the meaning of the *Income Tax Act* (Canada); and
- (x) enter into any arrangement (including the acquisition of securities for the Portfolio) where the result is a “dividend rental arrangement” for the purposes of the *Income Tax Act* (Canada), or engage in securities lending that does not constitute a “securities lending arrangement” for purposes of the *Income Tax Act* (Canada).

Additional information relevant to the Corporation’s activities, including press releases, can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or [www.cgocorp.com](http://www.cgocorp.com).

## **Risk Factors**

There are certain risks inherent in an investment in the common shares of the Corporation and in the activities of the Corporation. Risks factors are disclosed in the prospectus of the Corporation filed in connection with the Offering under the heading “Risk Factors” that is available at [www.sedar.com](http://www.sedar.com). If any of the risks outlined in such disclosure occur or if others occur the Corporation’s business, operating results, and financial condition could be seriously harmed: investors may lose all of their investment. Other than set out or contemplated herein, management is not aware of any significant changes in risks and risk factors since the date of the prospectus, January 16, 2018.

## **Initial Public Offering**

On January 26, 2018, the Corporation issued 15,513,250 units at a price of \$2.50 per unit for gross proceeds of \$38,783,125. Each unit consists of one common share and one common share purchase warrant which entitles the holder thereof to purchase one common share at a price of \$2.50, subject to adjustment, on or prior to 5:00 p.m. (Toronto time) on the date that is the earlier of (i) 24 months from the Closing Date, and (ii) the date specified in any warrant acceleration notice delivered by the Corporate in accordance with the terms of the indenture governing the warrants (the “**Expiry Time**”).

Pursuant to the agency agreement dated January 16, 2018, the Corporation engaged a syndicate of agents to offer the units to the public. Agents received a 5.5% commission fee or \$0.1375 for each unit sold for a total commission of \$2,127,572.

The agents also received 851,025 compensation options (the “Agent’s Options”) equal to 5.5% of the total units sold. Each Agent’s Option will entitle the Agent to purchase one Unit, at an exercise price equal to \$2.50 per Unit for a period of 24 months from the Closing Date. If the Agent’s Option is not exercised prior to the Expiry Time, the Agent will only be entitled to receive the Common Shares underlying the Units upon any subsequent exercise of the Agent’s Option. The Warrants underlying the Units issuable upon exercise of the Agent’s Option will be void and of no value at the Expiry Time. These agent options are assigned a cost of \$783,876.

CGOC incurred direct costs of \$115,400 and indirect costs of \$567,129 for the IPO transaction. These costs primarily include professional fees, consulting, marketing, and other expenses.

The allocation of the proceeds raised and the related costs for the IPO follows:

	Common Shares	Warrants	Total
Gross Proceeds from IPO	\$ 30,084,504	\$ 8,698,621	\$ 38,783,125
Agent commission fee	(1,650,381)	(477,191)	(2,127,572)
Agent Options	(608,061)	(175,815)	(783,876)
Direct IPO Costs	(89,517)	(25,883)	(115,400)
Indirect IPO Costs	(439,928)	(127,201)	(567,129)
<b>Total</b>	<b>\$ 27,296,617</b>	<b>\$ 7,892,531</b>	<b>\$ 35,189,148</b>

### Investments and Performance

	Common Shares Outstanding	Warrants Outstanding	Net Asset Value (NAV)	Operating Expenses <sup>(i)</sup>	NAV per basic share <sup>(ii)</sup>	Operating Expense per NAV <sup>(ii)</sup>
January 31, 2018	15,513,251	15,513,250	\$ 35,857,124	\$ 24,799	\$ 2.31	0.07%
October 31, 2017	1	Nil	\$ 2.50	Nil	\$ 2.50	Nil

(i) The operating expenses do not factor in the cost of the stock options granted.

(ii) Use of Non-GAAP Measures

### Investment activities up to January 31, 2018

After completion of the Offering, the Corporation's Investment Committee commenced its search for investment opportunities of public and private cannabis organizations. The Corporation held the following investments as at January 31, 2018:

Holdings	Cost	Fair Value	Percentage of Total Holdings
Cash	\$ 33,771,301	\$ 33,771,301	93%
<b>Public Portfolio</b>			
Harvest One Cannabis Inc.	\$ 252,252	\$ 284,932	1%
Organigram Holdings Inc.	\$ 1,930,000	\$ 1,833,500	5%
MedReleaf Corp.	\$ 159,000	\$ 131,714	0%
<b>Total</b>	<b>\$ 2,341,252</b>	<b>\$ 2,250,146</b>	<b>6%</b>
<b>Private Portfolio</b>			
48North Cannabis Corp.	\$ 400,000	\$ 400,000	1%
<b>Total Holdings</b>	<b>\$ 36,512,553</b>	<b>\$ 36,421,447</b>	<b>100%</b>

<b>Investment by Type</b>	<b>Cost</b>	<b>Fair Value</b>
Equities	\$ 324,509	\$ 323,142
Warrants	\$ 138,003	\$ 144,764
Convertible Debentures	\$ 2,278,740	\$ 2,182,240
<b>Total investments</b>	<b>\$ 2,741,252</b>	<b>\$ 2,650,146</b>
<b>Investment Company Allocation</b>	<b>Percentage</b>	<b>Fair Value</b>
Public	85%	\$ 2,341,252
Private	15%	\$ 400,000
<b>Total</b>	<b>100%</b>	<b>\$ 2,650,146</b>

*Harvest One Cannabis Inc.*

On January 31, 2018, CGOC completed a subscription agreement with Harvest One Cannabis Inc. to purchase 138,600 units at \$1.82 price per unit for a total subscription of \$252,252. Each unit contains one common share and one common share purchase warrant with an exercise price of \$2.30 per warrant share. The warrants have an expiry date of January 31, 2020.

*48North Cannabis Corp.*

On January 31, 2018, CGOC completed a private placement with 48North Cannabis Corp. (“48North”) to purchase 400 units at \$1,000 per unit for a total subscription of \$400,000. Each unit contains one senior unsecured convertible debenture with a principal amount of \$1,000 and 556 common share purchase warrants. 48North is a private company. The corporation allocated \$44,043 of the proceeds to the warrants and \$355,957 to the convertible debentures.

Each warrant shall entitle the holder thereof to acquire one common share of the company at a price of \$1.15 for a period of 24 months following the Liquidity Event. Liquidity events refers to a transaction with a company that is listed on a Canadian stock exchange by way of an arrangement, reverse take-over or any other business combination pursuant to which 48North’s common shares will be listed on a Stock Exchange.

The debentures are convertible for common shares of the Corporation at a price of \$0.90 per common share for a period of six months. The debentures have a coupon rate of 10% per annum and will accrue interest which becomes payable only when the company fails to complete a liquidity event within 24 months. If the holders of the debentures receive a cash repayment, the expiry date of the warrants will be accelerated to six months after this placement is in effect.

48North is a vertically integrated cannabis company. Its first ACMPR licensed facility is located on 800 acres of owned land near Kirkland Lake, Ontario, and is operated by its wholly-owned subsidiary, DelShen Therapeutics. The company grows unique genetics sourced from MariPharm B.V., a Netherlands based

phytopharmaceutical company with over 25 years of experience in the research and cultivation of cannabis for medical purposes. The genetics are grown to exacting standards in DelShen's state-of-the-art, closed box facility, ensuring patients can count on receiving the highest quality cannabis products. 48North's values are rooted in the land they're planted on, and the company has entered into a first of its kind Community Benefits Agreement with certain of its First Nations investors.

#### *Organigram Holdings Inc.*

On January 31, 2018, CGOC completed a subscription agreement with Organigram Holdings to purchase 1,930 convertible debentures at \$1,000 per debenture for a total subscription of \$1,930,000. Each convertible debenture has maturity date of January 31, 2020 and will bear interest at 6% per annum, payable semi-annually on June 30 and December 31. Each Convertible debenture is convertible, at the option of the holder, into common shares of the Company. The principal portion of the convertible debenture trades on the TSX Venture Exchange under the stock symbol OGI.DB.

#### *MedReleaf Corp.*

On January 31, 2018, CGOC completed a subscription agreement with MedReleaf Corp. to purchase 6,000 units at \$26.50 price per unit for a total subscription of \$159,000. Each unit contains one common share and one half common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of \$34.50 until January 31, 2020.

### **Results of Operations and Cash Flows**

#### *Operations*

For the three months ended January 31, 2018, the Company reported a net loss of \$1,908,005 with a net loss of \$1.89 per common share on a non-diluted and diluted basis. The net loss was primarily driven by share based compensation awarded officers and directors, unrealized loss on investments and operating expenses.

For the three months ended January 31, 2018, cash outflows used for operating activities were \$2,201,728. Cash flows used for operations resulted entirely from cash outflows from the purchase of investments.

#### *Financing Activities*

For the three months ended January 31, 2018, the company had net cash inflows related to financing activities of \$35,973,026. The company raised gross proceeds of 37,783,125 from the IPO and incurred issuance cash outflows of \$2,810,099.

## Related Party Transactions

During the three months ended January 31, 2018, all transactions with related parties have occurred in the normal course of operations.

### *Stock Based Compensation*

On January 30, 2018, CGOC granted a total of 1,500,000 stock options to its directors and officers and to the Manager. The options are exercisable at \$2.35 per common share and vest immediately upon grant. The options have a term life of five years and will expire on January 30, 2023. The company has valued these options at \$1,792,100 on its statement of loss for the three months ended January 31, 2018.

	<b>Number of Options</b>	<b>Exercise Price</b>	<b>Value</b>
Officers & Directors	1,200,000	\$ 2.35	\$ 1,433,680
Manager	300,000	\$ 2.35	\$ 358,420
Total	1,500,000	\$ 2.35	\$ 1,792,100

Other than the stock-based compensation above, the compensation of key management and personnel was \$Nil during the three months ended January 31, 2018.

### *Management Fees*

The Corporation is required to pay the Manager an annual management (the "Management Fee") fee of 1.0% of the market capitalization of the Corporation based on the daily volume-weighted average price of the Common Shares. The Management Fee is accrued daily and paid by the Corporation to the Manager monthly in arrears. The Manager will pay the Investment Manager and the officers and directors of the Corporation provided by the Manager (other than the independent directors) out of the Management Fee.

The Corporation incurred management fees of \$4,762. As at January 31, 2018, accounts payable and accrued liabilities included \$4,762 of management fees payable of which \$1,686 and \$2,529 is payable to the Investment Manager and Manager respectfully.

### *Performance Fees*

As soon as practicable following the final Business Day of each calendar quarter (each such date, a "Performance Fee Payment Date" and each such period, a "Performance Fee Period"), the Corporation is required to pay the Manager a quarterly performance fee (the "Performance Fee") in respect of the outstanding common shares equal to 20% of the amount by which the sum of (i) the "weighted average market price" of the common shares on the Canadian Securities Exchange (or such other principal market on which the Common Shares are quoted for trading) during the 15 trading days preceding the end of the Performance Fee Period, plus (ii) distributions on such common shares during such period, exceeds 101.25% of the Threshold Amount (the "Hurdle Rate"). The Threshold Amount will be the greater of (i) \$2.60; and (ii) the weighted average market price of the common shares on the Performance Fee Payment Date in the last quarter for which a Performance Fee was paid.

For the period from the Closing Date to the end of the quarter, which includes the Closing Date, the Hurdle Rate will be reduced proportionately to reflect the number of days remaining in the quarter from the Closing Date to the end of that quarter. In the event that new common shares are issued, the Hurdle Rate application to the Performance Fee payable with respect to those common shares will be reduced proportionately to reflect the number of days remaining in that quarter and the Threshold Amount in respect of such common shares for that quarter will be the greater of (i) the issue price of the Common Shares; and (ii) the then current Threshold Amount.

During the three months ended January 31, 2018, the Hurdle rate was not reached; therefore, the Corporation did not incur performance fees.

### *Operating Expenses*

The Corporation reimbursed the Manager operating expenses of \$Nil.

The Corporation incurred accounting and regulatory compliance fees of \$10,170 from Forbes Andersen LLP, the accounting firm in which the Corporation's CFO is a Partner. As at January 31, 2018, accounts payable and accrued liabilities included \$10,170 of fees payable to the accounting firm.

### **Off-Balance Sheet Arrangements**

The Corporation does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial performance, liquidity, or capital resources of the Corporation.

## **Commitments**

As at January 31, 2018, the Corporation has entered into commitments to purchase common shares, warrants, and convertible debt from three separate cannabis corporations respectively:

- i) 678,900 common shares for a total subscription price of \$950,600. (Subsequent to January 31, 2018, the Corporation's subscription was reduced by the investee to 357,143 common shares for a total subscription price of \$500,000),
- ii) 454,545 warrants for a total cost of \$500,000, and
- iii) 400 convertible debentures for a total subscription of 400,000.

The Corporation has no other commitments as at January 31, 2018.

## **Cautionary Note Regarding Forward-Looking Information**

Certain statements contained in this MD&A constitute forward-looking information within the meaning of Canadian securities laws. Forward-looking information is provided for the purposes of assisting the reader in understanding the Corporation's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about management's current expectations and plans related to the future and readers are cautioned that such statements may not be appropriate for other purposes. Forward-looking information may relate to future results, performance, achievements, events, prospects or opportunities for the Corporation or the cannabis industry and may include statements regarding the financial position, business strategy, budgets, litigation, projected costs, capital expenditures, financial results, investment opportunities, taxes, and plans and objectives of or involving the Corporation. Particularly, matters described as "Outlook" are forward-looking information. In some cases, forward-looking information can be identified by terms such as "plans", "anticipates", "expects", "estimates", "believes", "projected", "will", "plan", "may", "could", "would", "might", "growth", "future", "will".

Forward-looking information necessarily involves known and unknown risks and uncertainties, which may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, assumptions may not be correct and objectives, strategic goals and priorities may not be achieved. A variety of factors, many of which are beyond the Corporation's control, affect the operations, performance and results of the Corporation and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

Information contained in forward-looking information is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances, including the following: general economic, financial market, regulatory and political conditions in which the Corporation operates will continue to improve; the Corporation will be able to compete in the cannabis industry; the Corporation

will be able to make investments on suitable terms; issuers in the Corporation public and private portfolio of investments will be able to meet their objectives and financial estimates.

Although the Corporation believes the expectations reflected in such forward-looking information are reasonable and represent the Corporation's projections, expectations and beliefs at this time, such information involves known and unknown risks and uncertainties which may cause the Corporation's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking information. The risk factors and uncertainties that could cause our actual results to differ materially from the forward-looking information contained in this presentation include: there is no assurance that the Corporation will be able to achieve its investment objectives; risks relating to the portfolio issuers; risks relating to medical cannabis; risks relating to risk and timing of legalization of recreational cannabis; regulatory risks; risks relating to the licensing process; risk factors related to U.S. cannabis legislation; changes to the cannabis laws; United States anti-money laundering laws and regulations; investments in U.S. cannabis sector; and risks relating to foreign market exposure. These risk factors are not intended to represent a complete list of the factors that could affect the Corporation you are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements as actual results achieved may vary from such forward-looking information and the variations may be material. The reader is cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information, as there can be no assurance that actual results will be consistent with such forward-looking information.

The forward-looking information included in this MD&A relate only to events or information as of the date on which the statements are made in this MD&A. Except as specifically required by applicable Canadian securities law, the Corporation undertakes no obligation to update or revise publicly any forward-looking information, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

## APPENDIX I – CGOC Management Corp.

### *Contact Information*

240 Richmond Street West, Suite 4163  
Toronto, ON M5V 1V6  
647-946-2462

### *The Management Agreement*

The Corporation's management services are provided by the Manager pursuant to a management agreement between the Corporation and the Manager dated January 16, 2018 (the "Management Agreement"). Pursuant to the Management Agreement, and subject to various terms and conditions thereof, the Manager agreed to provide the following management services to the Corporation:

- (i) managing the business of the Corporation, including making all decisions regarding the business of the Corporation that are advisable or consistent with accomplishing the business of the Corporation, with all rights, power and authority conferred by the Management Agreement;
- (ii) transacting the business of the Corporation and dealing with and in the assets of the Corporation for the use and benefit of the Corporation, including the power and authority to cause the Corporation to enter into contracts;
- (iii) providing the services of up to three appropriately qualified individuals acceptable to the Board to serve as directors of the Corporation, which nominees may have a material relationship with the Corporation and may not be "independent" within the meaning of National Instrument 52-110 – Audit Committees;
- (iv) providing the services of at least two appropriately qualified individuals to serve as senior officers of the Corporation, including individuals who will serve as the Chief Executive Officer, President, Chief Investment Officer and Chief Financial Officer, or other positions that serve a substantially similar function, as well as providing recommendations for certain appropriately qualified individuals to serve as the remaining officers of the Corporation, if any;
- (v) managing, directing, advising and otherwise carrying out any of the Corporation's activities;
- (vi) advising the Corporation with respect to all investments that are required or recommended to be implemented with respect to any of the assets of the Corporation;

- (vii) operating the head office of the Corporation;
- (viii) borrowing money (on a secured or unsecured basis) on behalf of the Corporation, including pursuant to a loan facility, the issue of debt securities or by purchasing securities on margin, subject to and in accordance with the investment policy and credit policy, if any, of the Corporation;
- (ix) authorizing payment on behalf of the Corporation of expenses incurred on behalf of the Corporation and the negotiation of contracts with third party providers of services (including, without limitation, prime brokers, registrars and transfer agents, legal counsel, auditors, insurance agents and printers);
- (x) preparing or overseeing the preparation of annual budgets for presentation to the Board for approval and monitoring the Corporation's financial performance;
- (xi) providing or causing to be provided any records, financial or legal documentation or any other documentation reasonably required by the Chief Financial Officer of the Corporation in the performance of the internal accounting, auditing and legal obligations of the Chief Financial Officer;
- (xii) advising the Board on strategic matters relating to the business of the Corporation including the Portfolio and any investment opportunities to enhance the value of the Common Shares;
- (xiii) identifying, structuring and negotiating acquisition, disposition, financing and other transactions and managing due diligence in connection therewith;
- (xiv) conducting day-to-day relations on behalf of the Corporation with third parties, including the management teams for each asset, suppliers, joint venturers, lenders, brokers, consultants, advisors, accountants, lawyers, insurers and appraisers;
- (xv) engage a portfolio manager to manage the Public Portfolio in accordance with the investment objectives and restrictions of the Corporation and shall be responsible for paying the fees of such portfolio manager out of the Management Fee;
- (xvi) managing the investor relations activities of the Corporation; (xvii) managing the Corporation's regulatory compliance, including ensuring all required filings are made; and

- (xvii) annually or as otherwise reasonably requested by the board of trustees, making reports to the board of trustees and/or the security holders of the Corporation of the performance of the Corporation and the board of trustees.

In addition to the Management Fee and the Performance Fee, under the Management Agreement, the Corporation is obligated to reimburse the Manager for all reasonable and necessary actual out-of-pocket costs and expenses paid by the Manager in connection with the performance of the services described in the Management Agreement, including certain specified expenses ancillary to the operations of the Manager, including travel on behalf of the Corporation and office space and services. Notwithstanding the foregoing, the cost of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and / or Chief Investment Officer, as applicable, will be paid by the Manager.

The term of the Management Agreement will continue, subject to earlier termination in certain circumstances until the winding-up or dissolution of the Corporation. The Management Agreement may be terminated early in certain circumstances, including (i) upon the dissolution, liquidation, bankruptcy, insolvency or winding-up of the Manager; and (ii) material breach by the Manager of the Management Agreement and, if capable of being cured, any such breach has not been cured within 60 days' written notice of such breach to the Manager. The Manager has the right, at any time, upon 180 days' written notice, to terminate the Management Agreement for any reason. In the event that the Management Agreement is terminated, the Manager is entitled to all accrued and unpaid management and success fees. The Manager may not be removed other than by a meeting of the shareholders and only if the Manager is in material breach or default of the provisions of the Management Agreement and, if capable of being cured, any such breach or default has not been cured within 60 days' notice of such breach or default to the Manager. Similarly, the Management Fee payable under the Management Agreement may not be modified other than by a meeting of the Shareholders and only if such modification results in an increase in the Management Fee payable to the Manager.

*Directors and Executive Officers of the Manager*

The name and municipality of residence of each of the directors and executive officers of the Manager and their principal occupations are as follows:

<b>Name and Municipality of Residence</b>	<b>Date Individual became a Director</b>	<b>Position with the Manager</b>	<b>Principal Occupation</b>
Paul Andersen Toronto, ON	November 1, 2017	Director, President, and Secretary	Managing Partner, Forbes Andersen LLP; Chief Financial Officer and Director, Cannabis Growth Opportunity Corporation; Treasurer, Gulf and Pacific Equities Corp.; Chief Financial Officer and Secretary, Minsud Resources Corp.; Chief Financial Officer and Vice President, Pele Mountain Resources Inc.; Director, Canada House Wellness Group Inc.