

**LIBERTY HEALTH SCIENCES INC.**  
**(FORMERLY SECURECOM MOBILE INC.)**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**

*This management discussion and analysis ("MD&A") of the financial condition and results of operations of Liberty Health Sciences Inc., (the "Company" or "Liberty") (formerly SecureCom Mobile Inc.), is for the year ended February 28, 2019. It is supplemental to, and should be read in conjunction with the Company's consolidated financial statements and the accompanying notes for the year ended February 28, 2019 (the "FY2019 Financials"), as well as the audited consolidated financial statements for the period from May 1, 2017 to February 28, 2018. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").*

*This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations" ("NI 51-102") of the Canadian Securities Administrators. Additional information regarding Liberty Health Sciences Inc. is available on our website at [www.libertyhealthsciences.com](http://www.libertyhealthsciences.com) or through the SEDAR website at [www.sedar.com](http://www.sedar.com).*

*In this MD&A, reference is made to gross profit before biological asset adjustments, gross margin before biological asset adjustments and adjusted earnings before interest, tax, depreciation and amortization ("EBITDA"), which are not measures of financial performance under IFRS and may not be comparable to similarly titled measures used by other companies. The Company calculates each as follows:*

- *Gross profit before biological asset adjustments is equal to gross profit less the non-cash change in the fair value on harvest and less the non-cash change in the fair value on cost of goods sold, if any. Management believes this measure provides useful information as it removes non-cash adjustments required by IFRS to provide greater comparability.*
- *Gross margin before biological asset adjustments is gross profit before biological asset adjustments divided by revenue. Management believes this measure provides useful information as it represents the gross profit based on the Company's cost to produce inventory sold and removes fair value metrics required by IFRS.*
- *Adjusted EBITDA is net income (loss), plus (minus) income taxes (recovery), plus (minus) foreign exchange loss (gain), plus (minus) change in fair value of embedded derivative, plus interest accretion, plus share-based compensation, plus depreciation, plus interest expense, plus change in fair value of biological assets, plus change in fair value in cost of goods sold, as determined by management. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations.*

*All amounts in this MD&A are expressed in Canadian dollars, unless otherwise indicated.*

*This MD&A is prepared as of July 1, 2019.*

## **COMPANY OVERVIEW**

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Liberty Health Sciences Inc. is a producer and retailer of cannabis products aimed at improving the quality of peoples' lives. Liberty's focus is solely on the United States market where it produces high-quality products at a low cost. Through its wholly-owned subsidiary, DFMMJ Investments, LLC (d/b/a Liberty Health Sciences Florida Ltd.) ("Liberty Florida"), Liberty is licensed to produce and sell medical cannabis products in Florida. The Company is focused on acquiring other cannabis business and expanding its operations throughout the United States. Liberty was also recently awarded various cannabis licenses in Ohio and has opened a dispensary under the name Mad River Remedies in June 2019 with their joint venture partner.

Liberty's common shares (the "Common Shares") are listed under the symbol "LHS" on the Canadian Securities Exchange ("CSE") and the OTC Markets OTCQX Best Market ("OTCQX") in the United States under the symbol "LHSIF".

Liberty was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") on November 9, 2011 as SecureCom Mobile Inc. ("SecureCom"). On July 20, 2017, 1006397 B.C. Ltd. ("Subco"), a British Columbia company and wholly-owned subsidiary of SecureCom, completed a business combination (the "Business Combination") with DFMMJ Investments, Ltd. ("Holdco") whereby SecureCom acquired all of the issued and outstanding shares of Holdco by way of a three-cornered amalgamation. Holdco amalgamated with Subco under the BCBCA to form a wholly-owned subsidiary of SecureCom named "Liberty Health Sciences USA Ltd.". Concurrently with the Business Combination, SecureCom changed its name to "Liberty Health Sciences Inc.".

## STRATEGY AND OUTLOOK

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Liberty's business strategy is to acquire and operate vertically-integrated cannabis operations in the United States in those states that are heavily populated with limited licenses. Liberty has the know-how and expertise to transform targeted investments into low-cost operations that produce high quality cannabis products while delivering value to its shareholders. Liberty has established strong relationships with producers of vaporizers, topicals, transdermal products and edibles in Florida and will transfer these arrangements to other states where possible.

In its inaugural fiscal year which ended February 28, 2018, Liberty, through its wholly-owned subsidiary, Liberty Health Sciences Florida Ltd., purchased land, offices, processing facilities and approximately 12,000 square feet of greenhouses from Chestnut Hill Tree Farm LLC ("Chestnut"). An expansion was completed in January 2018 which doubled greenhouse production capacity. A second expansion was completed in December 2018, building approximately 21,600 square feet of double-poly greenhouses (the "Chestnut Facility"). Given the rapidly growing demand for product in Florida, in February 2018, Liberty acquired a 387-acre site in Gainesville which was previously owned by Alico Citrus Nursery, LLC, and re-branded this facility as the Liberty 360 Innovation Campus ("Liberty 360"). Liberty 360 currently has 190,000 square feet of cultivation space online, completed shortly after Liberty's fiscal 2019 year end. Processing facilities are also being completed at Liberty 360. The combined production capacity of the Chestnut Facility and the Liberty 360 Campus is approximately 17,800 kgs annually. The Company is making further investments in fiscal 2020 to increase its plant yield, targeting an increase of production of approximately 25%.

Through fiscal 2019, Liberty opened a total of nine dispensaries throughout the State of Florida. Another five dispensaries were opened subsequent to year end, bringing Liberty's total dispensary count to fifteen in June 2019. The Company has lease agreements in place for another six locations and is further negotiating another six. Liberty plans on opening up to thirty dispensaries by the end of fiscal 2020. During fiscal 2019, to better serve Florida's expanding patient base, Liberty invested in expanding its delivery abilities, providing customers with door-to-door services and building six major delivery hubs. Subsequent to the fiscal year end, Liberty integrated the operations of their delivery hubs into existing dispensaries in order to reduce overhead costs, and now delivers statewide out of Dania Beach, St. Petersburg, Tallahassee, Bonita Springs, Merritt Island and Gainesville.

Liberty is currently expanding its product offerings, adding two new brand relationships in June 2019 to offer greater choice to its patients. Liberty currently works with best-in-class brands to bring vaporizer hardware, concentrates, topicals, pre-rolled cannabis cigarettes and other product lines to supplement its own house brand product lines. With the positive reaction to the Company's rollout of whole flower products, Liberty has reached monthly sales of over \$2 million. Liberty expects its sales to continue to grow steadily as it expands its dispensary reach and product offerings.

Outside of Florida, Liberty was awarded a dispensary license and a provisional processing license in the State of Ohio together with their joint venture partner, the Schottenstein Group. The joint venture opened their dispensary in Dayton, Ohio under the name Mad River Remedies in June 2019. The joint venture has also secured a 10,000 square foot processing facility that is also expected to open at the end of June 2019. The opening of the processing facility is dependent on the receipt of the required regulatory approvals.

## ANNUAL HIGHLIGHTS

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### ***Bought Deal Financing – May 2018***

In April 2018, the Company announced a bought deal financing to issue 22,222,500 units at a price of \$0.90 per unit, with an over-allotment option to purchase an additional 3,333,375 units at the same price. Each unit consists of one Common Share of the Company and one common share purchase warrant. Each common share purchase warrant entitles the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share of the Company at an exercise price of \$1.10 for a period of 24 months

after closing. On May 10, 2018, the Company closed the financing, issuing 25,555,875 units for gross proceeds of \$23,000,288.

### ***Ohio Licence Applications***

In June 2018, the State of Ohio Board of Pharmacy awarded a dispensary license for the southwest portion of the state to Schottenstein Aphria III LLC, of which Liberty holds a 50.1% ownership interest. Over 375 applications were submitted for 56 licenses in Ohio. Schottenstein Aphria III LLC opened its dispensary in June 2019 under the name Mad River Remedies.

Liberty, through a second joint venture entity, Schottenstein Aphria II LLC, of which Liberty also holds a 50.1% ownership interest, successfully obtained a provisional processing license in October 2018. The joint venture has also secured a 10,000 square foot processing facility that is also expected to open at the end of June 2019. The opening of the processing facility is dependent on the receipt of the required regulatory approvals.

### ***Investment in Isodiol International Inc.***

In April 2018, the Company entered into a subscription agreement with Isodiol International Inc. ("Isodiol") for the purchase of 1,369,863 Units for a total cost of \$1,000,000. Each Unit is comprised of one common share and one common share purchase warrant of Isodiol. Isodiol is a producer of pharmaceutical grade phytochemical products and an industry leader in the manufacturing of cannabidiol ("CBD") products, and this investment allows the Company to share in the growth of one of its major licensors. In June 2018, Isodiol enacted a reverse stock split at a ratio of one post-consolidated common share to ten pre-consolidated common shares, and subsequent to this the Company sold 34,200 shares in October 2018.

The Company also entered into a five-year licensing agreement with Isodiol, subject to extensions, wherein Isodiol will exclusively license its Isodiol-branded CBD-based consumer products, as well as its intellectual property and know-how regarding the same, to Liberty in all states where Liberty has operations.

### ***Good Manufacturing Practices ("GMP") Certification Received***

In June 2018, the Company received its GMP certification from SAI Global, an international standards compliance business, for its Chestnut greenhouse and processing facilities. The certification was achieved in advance of the State of Florida's required deadline for its processing facilities. Liberty is currently working on its GMP certification at its soon to be opened Liberty 360 Innovation Campus.

### ***Share Issuance – July 2018***

On July 4, 2018, the Company issued 10,092,583 Common Shares at a price of \$0.93 per share to settle US\$6,000,000 of outstanding payables to Thermo Energy Systems Inc. The outstanding payables to Thermo Energy Systems Inc. were in respect of ongoing retrofitting and construction services performed at the Company's Liberty 360 Campus.

### ***Management and Board Changes***

During the fiscal 2019 year, a number of changes were made to the Company's management structure. In January 2019, Vic Neufeld and John Cervini resigned from Liberty's board of directors, completing planned changes in board membership resulting from Aphria's divestiture of Liberty. Neufeld and Cervini were replaced by Ian McKinnon and John Hick, respectively. In February 2019, McKinnon and Hick resigned from the board due to increasing uncertainty regarding cross-border travel into the United States. The remaining Canadian directors on the board, Michael Galloro and Aaron Serruya also resigned at the end of February 2019. The vacancies on the board were filled by William Pfeiffer, taking the role of Chairman of the Board, and Jeremy Straub, taking the role of Chair of the Audit Committee.

On February 22, 2019, the Company announced the resignations of George Scorsis, CEO and Director, effective immediately, and Rene Gulliver, CFO, effective April 14, 2019, as it continued to work towards enhancing its directors and senior executives based in the United States to closely align with the US geographical focus of the business. Victor Mancebo was appointed interim CEO and Director, replacing Scorsis.

### ***Massachusetts Investment***

In March 2018, the Company announced the proposed acquisition of a 75% ownership interest in the Massachusetts-based William Noyes Webster Foundation ("WNWF") for US\$16.0 million. The Company, in performing its due diligence, determined that the proposed acquisition, as well as renegotiations of the key terms of the acquisition, failed to create sufficient value for Liberty and its shareholders. The Company has notified WNWF of the termination of the acquisition process.

As part of the proposed acquisition, Liberty issued a promissory note for approximately US\$2.3M to WNWF with an interest rate of 5% per annum, which was payable on March 27, 2019 (the "WNWF Note"). The WNWF Note is secured by the integrated medical license held by WNWF. The WNWF Note is currently in default, and the Company is in negotiations regarding the restructuring of this outstanding obligation. Although the Company intends to take appropriate steps so as to maximize its recovery of this obligation, there is no assurance that the amount owing will be repaid in whole or in part and the appropriate provision has been included in the Company's financial statements. As at February 28, 2019, the Company had taken a full accounting provision on the WNWF Note.

### ***Rollout of Liberty Health Sciences Dispensaries***

Liberty Florida is licensed to operate as a Medical Marijuana Treatment Center ("MMTC") under applicable Florida law and to possess, cultivate, process, dispense and sell medical marijuana in the State of Florida pursuant to the terms of the license (the "Florida License") issued by the Florida Department of Health, Office of Medical Marijuana Use (the "Florida Department") under the provisions of the *Senate Bill 8A, Fla. Stat. 381.986 et seq* (the "Florida Legislation"). Under the Florida License, the Company is entitled to open up to 40 dispensaries across the State of Florida, which the Company is currently rolling out to better serve its patient base. The Company opened its inaugural dispensary in January 2018 in the Villages community in north central Florida and opened an additional nine dispensaries during the fiscal 2019 year. Subsequent to year end, the Company opened another five dispensaries, bringing Liberty's total dispensary count in Florida to fifteen at the end of June 2019. The Company has also signed leases for another six dispensary locations across Florida and is under negotiations for another six. The Company plans to open up to thirty dispensaries by the end of fiscal 2020, all subject to local municipal permitting and approval by the Florida Department.

### ***Patient Growth***

The medical cannabis marketplace in Florida is in its early stages, which is evidenced by the fact that approximately 307,000 patients have been added to the Medical Marijuana Use Registry as of June 2019 statewide. With over 20 million residents, Florida's potential patient base is vast. The patient registration volume has grown significantly in recent months as more supply has become available and as access to the growing number of physicians who are qualified to recommend medical cannabis has expanded, which has resulted in more than a quadrupling of registered patients since the beginning of 2018. There are now over 2,321 qualified physicians in the State of Florida who can access medical cannabis for their patients. Patient volume is expected to continue increasing at a rapid pace considering the expanded medical uses as well as the broad availability of high THC products, as well as the introduction of smokeable flower products to the Florida market. With expanded production capabilities, a primary goal of the business moving forward is the acquisition of qualified patients.

### ***Product Offerings***

Liberty announced several licensing and distributing agreements through fiscal 2018 and 2019, including the following:

In October 2017, the Company announced an exclusive licensing agreement for the state of Florida with MM Technology Holdings, LLC, which owns the award-winning Mary's Medicinal brand. Mary's products include cannabis infused transdermal patches, ointments and creams. Beginning at the end of July 2018, Mary's products were made available in all stores in the State of Florida.

In January 2018, the Company announced an exclusive licensing arrangement with MC Brands LLC whereby the Company would produce on an exclusive basis, edible products under the *Incredibles* brand

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

in the State of Florida.

The Company announced in May 2018 that an amended licensing agreement was signed with Aphria to add Solei Sungrown Cannabis to the Company's growing list of brands in the state of Florida. In August 2018, the Florida Department of Health approved the Solei line of products for sale. Aphria's RIFF line of products were subsequently approved by the Florida Department of Health in October 2018. Subsequent to the termination of the Company's agreements with Aphria in October 2018, Liberty phased out its Solei and RIFF products. The Company's Aphria branded products, as well as Liberty's own house brand products, were also regrouped and rebranded under the Zentient and Pretty Pistil brand names in June 2019.

In September 2018, Liberty announced that it had signed an exclusive agreement with PAX Labs Inc. to be the exclusive distributor of the award-winning PAX Era cannabis oil vaporizer. A variety of strains have been released under Liberty's licensed brands for use in the PAX Era device, including Mary's Medicinals and RIFF.

In December 2018, the Company announced the launch of Zentient Labs, a line of premium, hemp-based CBD products. Zentient Labs will include a line of products across numerous categories including an athletic line, a wellness line, a beauty line and premium pet products.

Subsequent to fiscal year end, in June 2019, the Company announced new partnerships with Papa's Herb™ and Lemon and Grass. Papa's Herb™ is a line of accessibly priced, THC smokeable flower products, including pre-rolls and whole flower. The Lemon and Grass brand offers a portfolio of cannabis pain relief products, expanding Liberty's oral and topical product lines.

Certain of these offerings may be subject to approval by state authorities. The Company continues to round out its product line, offering THC and CBD products in several consumable formats.

### ***Recent Business and Other Agreements***

#### ***Relationship with Aphria***

Concurrently with the completion of the Business Combination, Liberty and Aphria entered into the following commercial agreements, all of which were terminated in October 2018 prior to Aphria's listing on the New York Stock Exchange in November 2018. Under the terms of the termination agreement, Aphria has provided for a Sell Through Period in which Liberty is able to continue selling their remaining inventory of Aphria, Solei and RIFF branded products. Liberty's products manufactured under its own house brands have now replaced products sold under the Aphria brands.

#### ***Know-How License Agreement***

On April 25, 2017, Holdco entered into a know-how license agreement (the "Know-How License") with Aphria pursuant to which Holdco obtained a license to use any know-how (including knowledge, methodologies and techniques) made available by Aphria to Holdco related to the production of medical cannabis (the "Know-How") for the purposes of cultivating, distributing and selling medical cannabis in the State of Florida. To the extent Holdco made any improvement or enhancement to the Know-How (an "Improvement"), such Improvement would be wholly owned by Aphria. Following the completion of the Business Combination, Holdco made available such Know-How directly to Liberty Florida.

In exchange for such license, Holdco issued to Aphria 192,400,000 Holdco Shares and agreed to pay Aphria an annual license fee of \$10,000 plus applicable taxes. Following the Business Combination and related consolidation, such Holdco Shares were consolidated and converted into 64,133,333 Common Shares in the capital of Liberty.

#### ***Investor Rights Agreement***

Concurrently with the completion of the Business Combination, Liberty entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, Aphria was entitled



LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

to certain director nomination and pre-emptive rights. Aphria had the right to designate two director nominees for election to the Board for so long as Aphria beneficially owned, directly or indirectly, in the aggregate, 10% or more of the issued and outstanding Common Shares (on a non-diluted basis).

The Investor Rights Agreement also included customary pre-emptive rights in favour of Aphria pursuant to which in the event of a proposed distribution or issuance of Common Shares or other securities convertible or exchangeable into Common Shares (other than stock options or other securities issued under security based compensation arrangements), the Company would have granted Aphria the right to subscribe for that number of Common Shares, or, as the case may be, for securities convertible or exchangeable into Common Shares, on the same terms and conditions, including the same subscription or exercise price, as applicable, in order that Aphria may continue to maintain its pro rata equity ownership interest in the Company.

Trademark License Agreement

Concurrently with the completion of the Business Combination, Liberty entered into a trademark license agreement (the "Trademark License") with Aphria pursuant to which Liberty and its subsidiaries (including Liberty Florida) obtained a license to use Aphria's trademarks identified therein (the "Trademarks") for the purposes of marketing, distributing and selling medical cannabis in the State of Florida. The Trademark License was subsequently amended and restated to allow Liberty and its subsidiaries to use the Trademarks in Massachusetts and to provide a right of first refusal in other states. The Trademark License superseded the terms of an interim trademark license agreement which was in effect between Aphria and Holdco, and implemented on a temporary basis following the acquisition of Chestnut Hill Tree Farm LLC.

Registration Rights Agreement

Concurrently with the completion of the Business Combination, Liberty entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which, among other things, Aphria was provided with customary demand and "piggy back" registration rights. Under the terms of the Registration Rights Agreement, Aphria could have required the Company to file a prospectus under applicable securities laws and take such other steps as may be necessary to facilitate a secondary offering in Canada of all or any portion of the Common Shares held by Aphria, by giving written notice of such request to the Company.

Sale of Aphria's Position

On February 5, 2018, it was announced that a group of buyers led by members of the Serruya family (the "Group") had entered into a purchase and sale agreement with Aphria to purchase all of the Common Shares in the Company owned by Aphria that are not subject to CSE escrow requirements over the course of the next two and a half years. Following the initial purchase, Aphria retained an ownership position of 26.4% of the issued and outstanding Common Shares. The transaction also includes a call / put option agreement for the remainder of the Common Shares in the Company owned by Aphria, which are currently subject to the CSE mandatory escrow requirements.

On July 23, 2018 it was announced that Aphria had entered into a lock-up agreement with the Group, preventing them from selling the next tranche of Liberty shares owned by Aphria that would become freely trading on July 26, 2018 for a period of 18 months. On September 6, 2018, it was announced that Aphria had sold its outstanding Liberty shares, totaling 64,118,462 shares to a group of buyers. In exchange, Aphria received a five-year promissory note bearing 12% interest for \$59.1 million. Aphria has also secured an irrevocable option to repurchase these shares for the value of the promissory note, together with any interest thereon and pursuant to a note purchase agreement.

## SELECTED OPERATIONAL AND FINANCIAL RESULTS

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
<b>Operating performance</b>		
Grams harvested	1,682,514	314,637
Equivalent grams sold	385,365	26,357
Average realized price per gram	\$19.17	\$22.96
Active registered patients	11,792	1,999
Number of SKUs	78	27
Average transaction size (\$)	\$113	\$157
Number of dispensaries open	10	1
Number of hubs open	6	1
<b>Financial performance</b>		
Revenue, net of discounts	\$10,002,538	\$605,273
Gross profit before biological asset adjustments	\$7,663,445	(\$328,603)
Gross margin before biological asset adjustments	76.6%	-
Net loss	(\$22,293,815)	(\$28,845,506)
Net loss per share	(\$0.07)	(\$0.11)
Adjusted EBITDA (defined below)	(\$11,406,979)	(\$7,135,991)
Cash and term deposits	\$13,291,426	\$26,145,379
Capital assets	\$56,282,086	\$25,285,804
Total assets	\$137,911,145	\$105,784,051
Total non-financial liabilities	\$1,424,717	\$377,831
Shareholders' equity	\$113,270,127	\$89,963,195

## RESULTS OF OPERATIONS

### Revenue

Revenue, net of discounts for the year ended February 28, 2019 was \$10,002,538, compared with \$605,273 for the period from May 1, 2017 to February 28, 2018. The significant year-over-year increase in revenue was driven by the Company's progress in developing its brand and the opening of an additional nine dispensaries during fiscal 2019, as well as the increase in the registered patient base on the Medical Marijuana Use Registry in Florida.

### Gross profit and gross margin

Gross profit for the year ended February 28, 2019 was \$13,979,024, compared with \$983,068 for the period from May 1 to February 28, 2018. Included in gross profit for the year ended February 28, 2019 and the period from May 1 to February 28, 2018 were unrealized gains in fair value of biological assets of \$7,927,258 and \$1,311,671, respectively, which are non-cash fair value adjustments required by IFRS.

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

The gross profit for the Company is outlined below for the following periods:

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
Revenue, net of discounts	10,002,538	605,273
Costs of sales		
Cost of goods sold, net	2,339,093	933,876
Realized fair value amounts included in cost of goods sold	1,611,679	-
Change in fair value of biological assets	(7,927,258)	(1,311,671)
Total costs of sales	(3,976,486)	(377,795)
<b>Gross profit</b>	<b>13,979,024</b>	983,068

Cost of sales currently consist of three main categories: (i) cost of goods sold, net; (ii) realized fair value amounts included in cost of goods sold; (iii) change in fair value of biological assets.

(i) Cost of goods sold, net include the direct cost of materials and labour related to the medical cannabis sold. This includes the costs of any purchased medical cannabis in the event of an acquisition of an existing license, growing, cultivation and harvesting costs, quality assurance and quality control, cannabis oil processing costs, packaging, labelling, and maintenance and repairs of production equipment and greenhouse infrastructure utilized in the production of medical cannabis. Cost of goods sold, net also includes depreciation that relates to production equipment and greenhouse infrastructure utilized in the production of medical cannabis.

(ii) Realized fair value amounts included in cost of goods sold are the amount of fair value adjustments of biological assets that have been included in inventory and sold during the year.

(iii) Fair value adjustment of biological assets is part of the Company's cost of sales using IFRS reporting standards relating to agriculture and biological assets (i.e. living plants). This line item represents the effect of the non-cash fair value adjustment of biological assets (medical cannabis) produced in the period.

Management believes that the use of non-cash IFRS adjustments in calculating gross profit and gross margin does not represent the true underlying economics of the business due to the large value of non-cash fair value adjustments required. Accordingly, management believes the use of gross profit before biological asset adjustments and gross margin before biological asset adjustments provides better representation of performance by excluding non-cash adjustments required by IFRS.

Gross profit before biological asset adjustments and gross margin before biological asset adjustments are non-GAAP financial measures that do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies.



LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

The below is the Company's gross profit before biological asset adjustments and gross margin before biological asset adjustments for the following periods:

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
<b>Gross Profit</b>	<b>13,979,024</b>	983,068
<b>Add back:</b>		
Change in fair value adjustments in cost of goods sold	<b>(1,611,679)</b>	-
Change in fair value of biological assets	<b>7,927,258</b>	1,311,671
Subtotal	<b>6,315,579</b>	1,311,671
<b>Gross profit before biological asset adjustments</b>	<b>7,663,445</b>	(328,603)
<b>Gross margin before biological asset adjustments</b>	<b>76.6%</b>	-

The positive gross profit before biological asset adjustments for the year ended February 28, 2019 compared to prior periods reflects the increase in revenue from a higher number of customers, a larger product selection and an additional nine dispensaries to assist in distribution. Cost efficiencies from scaling the business have also improved gross margins.

### Operating expenses

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
<b>Operating items</b>		
Professional fees	<b>3,474,380</b>	1,756,648
Employee and staff costs	<b>3,763,525</b>	1,325,296
Office and general	<b>1,582,560</b>	455,609
Consulting fees	<b>85,503</b>	656,803
Travel and entertainment	<b>794,360</b>	364,773
Advertising and marketing	<b>2,312,657</b>	290,555
Insurance	<b>799,278</b>	339,182
Selling costs	<b>2,109,280</b>	230,443
Facilities expenses and leases	<b>2,022,068</b>	61,158
Royalty	<b>466,554</b>	18,126
Depreciation	<b>375,977</b>	54,557
Amortization	<b>1,296,431</b>	1,295,188
Share-based compensation	<b>6,505,465</b>	2,440,895
Investor relations and filing fees	<b>1,082,865</b>	846,860
Application costs	<b>290,409</b>	544,443
<b>Total operating items</b>	<b>26,961,312</b>	10,680,536

Operating expenses for the year ended February 28, 2019 were \$26,961,312, compared with \$10,680,536 for the period from May 1, 2017 to February 28, 2018. The primary drivers of operating costs for the year ended February 28, 2019 were i) non-cash share-based compensation associated with the Company's issuance of stock options to directors and employees; ii) professional fees consisting primarily of legal, lobbying, advisory and audit fees that are expected to decrease as Liberty stabilizes its business; iii) employee and staff costs relating to executive and administrative personnel; iv) advertising and marketing costs directly related to increasing Liberty's sales volumes in Florida; v) selling costs driven by retail and delivery costs, including labor; vi) facilities expenses and leases associated with the Company's ramp up of activity at Liberty 360 and its ten dispensary leases at the end of fiscal 2019. The year-over-year increase in Liberty's operating expenses reflects the growth of Liberty's business, including the opening of dispensaries and delivery hubs across Florida, the increase of Liberty's delivery service to patients, and the

hiring of employees to support Liberty's activities and the related overhead.

### ***Non-operating items***

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
<b>Non-operating items</b>		
Other loss (income)	109,504	(87,312)
Change in fair value of investments	(998,687)	4,777
Interest expense	605,499	-
Loss on investment in joint venture	578,362	-
Transaction costs	597,806	20,817,958
Legal settlement	-	595,900
Loss on settlement of liability	1,493,799	-
Provision on promissory note	2,999,122	-
Impairment of intangible asset	2,463,469	-
Interest accretion	719,871	461,181
Change in fair value of embedded derivative	(344,286)	(4,013,936)
Foreign exchange (gain) loss	40,182	460,776
<b>Total non-operating items</b>	<b>8,264,641</b>	<b>18,770,207</b>

The Company's non-operating items for the year ended February 28, 2019 were \$8,264,641 compared with an expense of \$18,770,207 for the period from May 1 to February 28, 2018. During the year ended February 28, 2019, Liberty incurred non-operating costs primarily in respect of i) a non-cash loss on settlement of liability associated with the issuance of Common Shares to settle outstanding payables; ii) a non-cash provision on a promissory note outstanding due to expected credit losses; iii) a non-cash impairment of the intangible asset associated with Liberty's Know-How Agreement with Aphria due to the termination of the agreement; iv) non-cash interest accretion with respect to the Company's convertible debenture, offset by v) a non-cash gain in fair value of the Company's investments, included in other income. Compared with the period from May 1 to February 28, 2018, Liberty had lower non-operating costs primarily due to the significant transaction costs incurred in the prior fiscal period.

### ***Other comprehensive gain (loss)***

The Company recorded other comprehensive gain for the year ended February 28, 2019 of \$2,821,252 compared with other comprehensive loss for the period from May 1 to February 28, 2018 of \$2,449,730. The other comprehensive gain for the year ended February 28, 2019 is a result of the Company's wholly-owned subsidiary Liberty Florida using the United States dollar as its functional currency and the changes in the US dollar to Canadian dollar exchange rate during the period. The closing foreign exchange rates (United States dollar stated in Canadian dollars) for the relevant presentation dates were as follows: February 28, 2019 – 1.3169, February 28, 2018 – 1.2809.

### ***Net loss***

The Company recorded a net loss for the year ended February 28, 2019 of \$22,293,815 or \$0.07 per share, compared with \$28,845,506 or \$0.11 for the period from May 1 to February 28, 2018. The improvement in year over year net income was due primarily to the ramp-up in sales revenues at the Company's operations in Florida as described above as well as the significant one-time transaction costs incurred in the prior fiscal year.

### ***Adjusted EBITDA***

Adjusted EBITDA is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. The Company calculates EBITDA as net loss, plus income taxes, plus foreign exchange loss, minus change in

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

fair value of embedded derivative, plus interest accretion, plus share-based compensation, plus depreciation, plus interest expense, plus change in fair value of biological assets, plus changes in fair value adjustments in cost of goods sold, plus certain one-time items as determined by management, all as follows:

	Year ended February 28, 2019	Period from May 1, 2017 to February 28, 2018
<b>Net loss</b>	<b>(22,293,815)</b>	<b>(28,845,506)</b>
<b>Adjustments</b>		
Deferred income tax	1,046,886	377,831
Foreign exchange loss	40,182	460,776
Change in fair value of embedded derivative	<b>(344,286)</b>	<b>(4,013,936)</b>
Interest accretion	719,871	461,181
Legal settlement	-	595,900
Impairment of intangible asset	2,463,469	-
Provision on promissory note	2,999,122	-
Loss on settlement of liability	1,493,799	-
RTO Transaction costs	-	20,817,958
Share-based compensation	6,505,465	2,440,895
Depreciation	375,977	54,557
Amortization	1,296,431	1,295,188
Interest expense	605,499	530,836
Change in fair value of biological assets	<b>(7,927,258)</b>	<b>(1,311,671)</b>
Realized fair value adjustments in cost of goods sold	1,611,679	-
<b>Adjusted EBITDA</b>	<b>(11,406,979)</b>	<b>(7,135,991)</b>

## SELECTED QUARTERLY RESULTS

The following table sets out certain financial information for each of the fiscal quarters from May 1, 2017 up to and including the fourth quarter of fiscal 2019, ended February 28, 2019.

	Three months ended February 28, 2019	Three months ended November 30, 2018	Three months ended August 31, 2018	Three months ended May 31, 2018
Revenue	3,470,033	3,172,097	2,219,290	1,141,118
Net loss	(3,815,199)	(9,698,829)	(5,605,355)	(3,174,432)
Net comprehensive loss	(6,080,721)	(5,619,989)	(5,075,718)	(2,696,135)
Loss per share – basic & diluted	(0.01)	(0.03)	(0.02)	(0.01)
	Three months ended February 28, 2018	Three months ended November 30, 2017	Three months ended August 31, 2017	From May 1, 2017 to May 31, 2017
Revenue	432,249	121,207	47,024	4,793
Net loss	(4,035,254)	(1,112,603)	(22,678,195)	(1,019,454)
Net comprehensive loss	(4,363,247)	274,558	(26,223,791)	(982,756)
Loss per share – basic & diluted	(0.01)	(0.00)	(0.01)	(0.01)

## LIQUIDITY AND CAPITAL RESOURCES

The Company monitors its capital structure and manages its cash flows to assess the liquidity necessary to fund its operations and activities. As at February 28, 2019, Liberty maintained \$13,291,426 of cash and term deposits on hand, compared to \$26,145,379 in cash and term deposits at February 28, 2018.

For the year ended February 28, 2019, cash used in operational activities was \$14,286,723, primarily due to the continued ramp-up of the Company's Florida operations, while cash used in investing activities of \$25,164,785 consisted of the purchase and construction of capital assets at Liberty 360, the issuance of a promissory note related to the terminated acquisition of WNWF, and various investments in cannabis-related businesses. To support these activities, Liberty raised \$25,761,940 in cash generated from financing activities from exercises of warrants, its Bought Deal Offering in May 2018 and its issuance of shares to satisfy certain debts in respect of Liberty's capital expenditures.

Working capital is a common measure of a Company's short-term financial health and its ability to meet its upcoming operational and capital requirements. As at February 28, 2019, the Company maintained working capital of \$22,005,414. Management believes that it will have sufficient positive operating cash flow and funds available on hand to meet its stated operational goals over the next fiscal year, including i) completing its processing buildouts at Liberty 360; ii) constructing and opening an additional twenty dispensaries prior to the end of fiscal 2020 (with five opened between March and June 2019); and iii) investing in its Ohio dispensary and processing operations. With the positive response of the Florida market to the Liberty's rollout of whole flower products, the Company reached monthly sales of over \$2 million in June. Liberty expects its sales to continue to grow at a steady rate as it expands its dispensary reach and cannabis offerings in its dispensaries. To provide greater liquidity, the Company is also considering the sale of its non-strategic assets. Although the Company anticipates that it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period, the Company may be required to take additional measures to increase its liquidity and capital resources, including obtaining additional equity or debt financing.

## COMMITMENTS AND CONTINGENCIES

Minimum lease payments required under the Company's non-cancelable leases are as follows:

	Amount
2020	2,480,098
2021	2,651,011
2022	2,720,973
2023	2,772,094
2024	2,472,877
Thereafter	12,928,864
<b>Total minimum lease payments</b>	<b>26,025,917</b>

Subsequent to year end, the Company was served a summons in a class action lawsuit against the Company and certain of its former officers. These claims relate to alleged misconduct in connection with the Company's transactions with Aphria and its insiders. At this time, one class action claim originating in the United States has been served on the Company. The Company intends to vigorously defend itself in this action. The Company is also the defendant in other legal actions arising out of the ordinary course and conduct of its business.

As at February 28, 2019, the Company had not made any provision related to these contingencies.

## SHARE CAPITAL

Liberty has the following securities issued and outstanding, as at the date of this MD&A:

	Presently outstanding	Exercisable	Exercisable & in-the-money*	Fully diluted
Common shares	345,290,635	n/a	n/a	345,290,635
Warrants	33,208,251	33,208,251	-	-
Stock options	13,335,000	11,529,167	-	-
<b>Fully diluted</b>				<b>345,290,635</b>

\*Based on closing price on June 28, 2019.

## RELATED PARTY BALANCES AND TRANSACTIONS

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly and indirectly. Key management personnel include the Company's directors and members of the senior management group. Amounts paid to key management personnel and related parties were as follows:

	Year ended February 28, 2019	Period from May 1 to February 28, 2018
Employee and staff costs	755,788	469,499
Professional fees	262,927	-
Share-based compensation	6,209,380	2,227,914
Termination payments	238,542	-
Consulting fees	12,412	71,317
Interest on convertible note	255,000	73,357
<b>Total</b>	<b>7,734,049</b>	<b>2,842,087</b>

Employee and staff costs, professional fees, share-based compensation and termination payments were payments made in respect of employment agreements of directors and officers of the Company and family members related to them. Share-based compensation expense includes the impact of the accelerated



vesting of stock options for certain directors and officers. Payments of interest on the Company's convertible note were made to certain directors and officers of the Company who were also noteholders during the fiscal year.

As at February 28, 2019, the Company had accounts payable of \$627,180 and accounts receivable of \$220,223 with a previous significant shareholder of the Company.

## **ISSUERS WITH U.S. CANNABIS-RELATED ACTIVITIES**

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On February 8, 2018, the Canadian Securities Administrators revised their previously released Staff Notice 51-352 *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice") which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the United States as permitted within a particular state's regulatory framework. All issuers with United States cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in prospectus filings and other required disclosure documents.

As a result of the Company's existing operations and recent acquisitions in the United States, Liberty is properly subject to the Staff Notice and accordingly provides the following disclosure:

### ***Nature of Involvement***

As of February 28, 2019, the date of the FY2019 Financials, all of the Company's business was directly derived from US cannabis-related activities, based on the existing operations of the Company in Florida. As such, the Company's balance sheet and operating statement exposure to US cannabis-related activities is 100%.

#### ***Florida***

The Company is licensed to operate as a "medical marijuana treatment center" under applicable Florida law pursuant to the terms of the License issued by the Florida Department of Health, Office of Compassionate Use under the provisions of the *Compassionate Medical Cannabis Act of 2014*. The Company operates the 36-acre Chestnut property in Alachua, Florida where the Company cultivates and sells medical cannabis and the 387-acre Liberty 360 property. Liberty has under contract approximately 220 full or part time staff through the State of Florida, including lab technicians, horticulturalists, operations, sales, marketing and security personnel. The Company began full production at its Liberty 360 location in Gainesville in mid-2019. The Company has received approval from the Florida Department to open fifteen dispensaries to date, and has signed leases to open a further six locations.

#### ***Ohio***

On June 4, 2018, the State of Ohio Board of Pharmacy awarded a dispensary license for the southwest portion of the state to Schottenstein Aphria III LLC, of which Liberty holds a 50.1% ownership interest. Over 375 applications were submitted for 56 licenses in Ohio. On October 18, 2018, the State of Ohio Department of Commerce awarded a processing license to Schottenstein Aphria II LLC, of which Liberty holds a 50.1% ownership interest. The joint venture opened their dispensary in Dayton, Ohio in June 2019 under the name Mad River Remedies. The joint venture has also secured a 10,000 square foot processing facility that is expected to open in July 2019, the opening of which is dependent on the receipt of the required regulatory approvals.

### ***Enforcement of United States Federal Laws***

In the United States, cannabis is largely regulated at the state level. To the Company's knowledge, there are to date a total of 33 states, plus the District of Columbia, Puerto Rico, Guam, the Northern Mariana Islands and the US Virgin Islands that have legalized cannabis in some form, including Florida and Ohio. Ten states, the District of Columbia and the Northern Mariana Islands have legalized recreational cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the state level,

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

and the increasing number of states with legal recreational frameworks, cannabis continues to be categorized as a Schedule I controlled substance under the CSA and as such, violates federal law in the United States. Senators Elizabeth Warren and Cory Gardner have introduced a bipartisan Senate bill titled "Strengthening the Tenth Amendment Through Entrusting States (STATES) Act" that would lift the Controlled Substance Act's restrictions on cannabis in states that have written their own laws. However, there can be no assurances as to when this bill will pass, or if it will pass at all.

As a result of the conflicting views between state legislatures and the United States federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August 2013 when then Deputy Attorney General, James Cole, authored a memorandum (the "Cole Memorandum") addressed to all United States district attorneys acknowledging that, notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US states have enacted laws relating to cannabis for medical and recreational purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. In March 2017, newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he disagreed that it had been implemented effectively and, on January 4, 2017, Attorney General Jeff Sessions issued a memorandum (the "Sessions Memorandum") that rescinded the Cole Memorandum. The Sessions Memorandum rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principles are included in chapter 9.27.000 of the United States Attorneys' Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community. Following the issuance of the Sessions Memorandum, each of the United States Attorneys for the State of Ohio stated it would not change their approach to prosecuting marijuana cases. To the knowledge of management of the Company, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in Florida.

As a result of the Sessions Memorandum, federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how actively federal prosecutors will be in relation to such activities. Furthermore, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis is currently protected against enforcement by enacted legislation from United States Congress in the form of the Rohrabacher-Blumenauer Amendment (as defined herein) which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding. See "*United States Enforcement Proceedings*". Due to the ambiguity of the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. See "*Industry Trends and Risks*".

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

Such potential proceedings could involve significant restrictions being imposed upon the Company or third parties, and also divert the attention of key executives. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results and financial condition as well as the Company's reputation, even if such proceedings were concluded in favor of the Company. See "*Industry Trends and Risks*".

Additionally, under U.S. federal law it may potentially be a violation of federal money laundering statutes for financial institutions to accept any proceeds from cannabis sales or any other Schedule I narcotics. Canadian banks are similarly reluctant to transact with cannabis companies, due to the uncertain legal and regulatory framework characterizing the industry at present. Banks and other financial institutions could be prosecuted and possibly convicted of money laundering for providing services to cannabis businesses. Under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering or conspiracy. Despite these laws, in February 2014, the Financial Crimes Enforcement Network ("FCEN") of the Treasury Department issued a memorandum (the "FCEN Memo") providing instructions to banks seeking to provide services to cannabis-related businesses. The FCEN Memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA. It is unclear at this time whether the current administration will follow the guidelines of the FCEN Memo. See "*Industry Trends and Risks*".

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

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in the United States or elsewhere. A negative shift in the public's perception of medical cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical cannabis, thereby limiting the number of new state jurisdictions into which the Company could expand. Additionally, due to the uncertain regulatory landscape, the Company's third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for the Company's operations. Any inability to fully implement the Company's expansion strategy may have a material adverse effect on the Company's business, financial condition and results of operations. See "*Industry Trends and Risks*".

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

### ***United States Enforcement Proceedings***

The United States Congress has passed appropriations bills each of the last three years that included the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016 (“Rohrabacher-Blumenauer Amendment”), which by its terms does not appropriate any federal funds to the United States Department of Justice for the prosecution of medical cannabis offenses of individuals who are in compliance with state medical cannabis laws. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the “Rohrabacher-Leahy Amendment”) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the Department of Justice up and through the 2018 appropriations deadline of September 30, 2018. These protections were subsequently extended through December 7, 2018 and January 25, 2019 as part of short-term continuations of appropriations. On February 15, 2019, the amendment was renewed as part of an omnibus appropriations bill in effect until September 30, 2019. American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the CSA, any individual or business—even those that have fully complied with state law—could be prosecuted for violations of federal law. If Congress restores funding, the United States government will have the authority to prosecute individuals for violations of the law before it lacked funding under the CSA’s five-year statute of limitations.

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

The Company has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. The Company has had cannabis-related activities in the United States since its inception in July 2017 when the CSE approved the Business Combination and the resulting reverse takeover and listing of the Company’s Common Shares. In addition, the Company has had success completing private offerings in the past, including the May 2018 Bought Deal Offering which raised \$21.4 million of net proceeds for the Company, and has an ongoing banking relationship with WFCU Credit Union, a Canadian credit union based out of Windsor, Ontario (“WFCU”) and Safe Harbor Private Banking (“Safe Harbor”) based out of Denver, Colorado. Although the Company has accessed private financing in the past, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants. There can be no assurance that additional financing, if raised privately, will be available to the Company when needed or on terms which are acceptable. The Company has never needed to access public equity capital in the United States.

### ***Regulation of Medical Cannabis in Florida***

Liberty is licensed to produce and sell medical cannabis in the State of Florida through the Florida Department under the provisions of the Florida Legislation. The Florida Department of Health issued the License to Chestnut on November 23, 2015 and Liberty acquired the rights to the License on May 23, 2017 via the exclusive management agreement entered into between Liberty and Chestnut. On September 28, 2017, the Florida Department approved the transfer of the License to Liberty Florida, the wholly-owned subsidiary of Liberty, which now solely owns and is entitled to utilize the License in Florida.

The License permits the sale of low-THC cannabis (now grandfathered to produce and sell high-THC cannabis) and medical cannabis to treat a number of medical conditions in the State of Florida which are delineated in Florida Statutes section 381.986. Under the terms of the License, Liberty is permitted to sell medical cannabis only to qualified medical patients that are registered with the state. Only certified physicians who have successfully completed a medical cannabis educational program can register patients and their medical cannabis orders on the Florida Office of Compassionate Use Registry. Liberty maintains an open and collaborative relationship with the Florida Department of Health and Liberty’s operations are in full compliance with all laws and regulations.

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

Under the Liberty License, Liberty can operate up to 40 dispensaries statewide. Currently, the dispensaries can be in any geographic location within the state as long as the local municipality's zoning regulations authorize such a use and/or the proposed site is zoned for a pharmacy use and is not within 500 feet of a church or school. In the State of Florida, only cannabis that is grown in the state can be sold in the state. As Florida is a vertically integrated system, Liberty (and other licensees) is required to cultivate, harvest, process and sell/dispense/deliver its own medical cannabis products. The State also allows Liberty to make a wholesale purchase of medical cannabis from, or a distribution of medical cannabis to, another licensed dispensing organization within the state under certain circumstances such as crop failure. At the present time, Liberty's principal products include cannabis oil in capsule, oral solution, sublingual solution and vaporizer forms. The sale of dry flower in the State is prohibited.

### Regulatory Framework

The State of Florida Statutes 381.986(8)(a) provides a regulatory framework that requires licensed producers, which are statutorily defined as "Medical Marijuana Treatment Centers," to both cultivate, process and dispense medical cannabis in a vertically integrated marketplace.

### Licensing Requirements

Licenses issued by the Florida Department are renewed biennially so long as the licensee meets requirements of the law and pays a renewal fee. License holders can only own one license and MMTC's can operate up to a maximum of 30 dispensaries throughout the State of Florida.

Applicants must demonstrate (and licensed MMTC's must maintain) that: (i) they have been registered to do business in the State of Florida for the previous five years, (ii) they possess a valid certificate of registration issued by the Florida Department of Agriculture, (iii) they have the technical and technological ability to cultivate and produce cannabis, including, but not limited to, low-THC cannabis, (iv) they have the ability to secure the premises, resources, and personnel necessary to operate as an MMTC, (v) they have the ability to maintain accountability of all raw materials, finished products, and any byproducts to prevent diversion or unlawful access to or possession of these substances, (vi) they have an infrastructure reasonably located to dispense cannabis to registered qualified patients statewide or regionally as determined by the Department, (vii) they have the financial ability to maintain operations for the duration of the two-year approval cycle, including the provision of certified financial statements to the Department, (viii) all owners, officers, board members and managers have passed a Level II background screening, inclusive of fingerprinting, and ensure that a medical director is employed to supervise the activities of the MMTC, and (ix) they have a diversity plan and veterans plan accompanied by a contractual process for establishing business relationships with veterans and minority contractors and/or employees.

Upon approval of the application by the Department, the applicant must post a performance bond of up to US\$5,000,000, which may be reduced by meeting certain criteria such as a minimum patient count.

### Dispensary Requirements

An MMTC may not dispense more than a 70-day supply of cannabis. The MMTC employee who dispenses the cannabis must enter into the registry his or her name or unique employee identifier. The MMTC must verify that: (i) the qualified patient and the caregiver, if applicable, each has an active registration in the registry and active and valid medical cannabis use registry identification card, (ii) the amount and type of cannabis dispensed matches the physician certification in the registry for the qualified patient, and (iii) the physician certification has not already been filled. An MMTC may not dispense to a qualified patient younger than 18 years of age, only to such patient's caregiver. An MMTC may not dispense or sell any other type of cannabis, alcohol, or illicit drug-related product, except a cannabis delivery device as specified in the physician certification. An MMTC must, upon dispensing, record in the registry: (i) the date, time, quantity and form of cannabis dispensed, (ii) the type of cannabis delivery device dispensed, and (iii) the name and registry identification number of the qualified patient or caregiver to whom the cannabis delivery device was dispensed. An MMTC must ensure that patient records are not visible to anyone other than the patient,



caregiver, and MMTC employees.

### Security Requirements for Cultivation, Processing and Dispensing Facilities

With respect to security requirements for cultivation, processing and dispensing facilities, an MMTC must maintain a fully operational alarm system that secures all entry points and perimeter windows, and is equipped with motion detectors, pressure switches, and duress, panic and hold-up alarms. The MMTC must also have a 24-hour video surveillance system with specified features. MMTCs must retain video surveillance recordings for at least 45 days, or longer upon the request of law enforcement. An MMTC's outdoor premises must have sufficient lighting from dusk until dawn.

An MMTC's dispensing facilities must include a waiting area with sufficient space and seating to accommodate qualified patients and caregivers and at least one private consultation area and such facilities may not display products or dispense cannabis or cannabis delivery devices in the waiting area and may not dispense cannabis from its premises between the hours of 9:00 p.m. and 7:00 a.m. but may perform all other operations and deliver cannabis to qualified patients 24-hours a day.

### Transportation and Storage Requirements

Cannabis must be stored in a secured, locked room or a vault. An MMTC must have at least two employees, or two employees of a security agency, on the premises at all times where cultivation, processing, or storing of cannabis occurs. MMTC employees must wear an identification badge and visitors must wear a visitor pass at all times on the premises. An MMTC must report to law enforcement within 24 hours after the MMTC is notified of or becomes aware of the theft, diversion or loss of cannabis. A cannabis transportation manifest must be maintained in any vehicle transporting cannabis or a cannabis delivery device. The manifest must be generated from the MMTC's seed-to-sale tracking system and must include the: (i) departure date and time, (ii) name, address, and license number of the originating MMTC, (iii) name and address of the recipient, (iv) quantity and form of any cannabis or cannabis delivery device being transported, (v) arrival date and time, (vi) delivery vehicle make and model and license plate number; and (vii) name and signature of the MMTC employees delivering the product. Further, a copy of the transportation manifest must be provided to each individual, MMTC that receives a delivery. MMTCs must retain copies of all cannabis transportation manifests for at least three years. Cannabis and cannabis delivery devices must be locked in a separate compartment or container within the vehicle and employees transporting cannabis or cannabis delivery devices must have their employee identification on them at all times. Lastly, at least two people must be in a vehicle transporting cannabis or cannabis delivery devices, and at least one person must remain in the vehicle while the cannabis or cannabis delivery device is being delivered.

### Department Inspections

The Florida Department shall conduct announced or unannounced inspections of MMTCs to determine compliance with the laws and rules. The Florida Department shall inspect an MMTC upon receiving a complaint or notice that the MMTC has dispensed cannabis containing mold, bacteria, or other contaminants that may cause an adverse effect to humans or the environment. The Florida Department shall conduct at least a biennial inspection of each MMTC to evaluate the MMTC's records, personnel, equipment, security, sanitation practices, and quality assurance practices.

## **Regulation of Medical Cannabis in Ohio**

### Regulatory Framework

The State of Ohio Administrative Code Chapter 3796 provides a regulatory framework for medical marijuana dispensaries, statutorily defined as a "Medical Marijuana Entity." Chapter 3796 also provides the framework for Administration & Enforcement and Forms & Methods of Administration.

### Licensing Requirements

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

A dispensary's certificate of operation expires on the date provided on its certificate of operation. A dispensary will receive notification ninety (90) days prior to the expiration of its certificate of operation. However, at least forty-five (45) days prior to the expiration of the certificate of operation, the dispensary is required to submit the following: (1) A medical marijuana dispensary renewal application; (2) A roster that includes all the dispensary's dispensary employees' names and dispensary employee license number; (3) The applicable fees; and (4) Any additional information required by the State Board of Pharmacy (the "State Board") in the licensing process.

If the premises on which the dispensary operates are leased, the renewal application must include an attestation that the premises identified on the application have been leased for the following two-year licensing term and is not subject to any contractual restrictions that would prevent it from operating in compliance with Chapter 3796.

Upon receipt of a renewal application, the State Board will consider: (1) The dispensary's history of compliance; (2) The number and severity of any violations; (3) The correction of violations, penalties, or other enforcement actions; and (4) Any additional criteria deemed necessary by the State Board. If the dispensary is operated in compliance with Chapter 3796, and the renewal fee is paid, the State Board must renew the certificate of operation within forty-five (45) days after the renewal application is received.

If a dispensary certificate of operation is allowed to lapse longer than thirty (30) days, the State Board will not renew the certificate of operation, and the dispensary will be required to cease operation and file for a new license.

### Security Requirements

#### *Dispensary Employee Supervision*

A licensed dispensary key employee (statutorily defined as an administrator or other person responsible for the daily operation of the dispensary) shall provide personal supervision of the medical marijuana and medical marijuana products, order forms, all records relating to the dispensing of medical marijuana and medical marijuana products, unless the State Board has provided written approval to a dispensary allowing for the storage of records off-site. Whenever personal supervision of medical marijuana and medical marijuana products is not provided by a licensed dispensary key employee, physical or electronic security of such items must be provided according to the following requirements: (a) The dispensary department, restricted access areas and stock of medical marijuana must each be secured by a physical barrier with suitable locks and an electronic barrier to detect entry at a time when licensed dispensary employees are not present (the physical barrier shall be constructed from floor to ceiling to separate the public entry area from the dispensary department). Such a barrier, before being put into use, must be approved by the State Board; (b) A restricted access area within the dispensary department must contain all medical marijuana, and if maintained on the licensed premises, all records relating to the dispensing of medical marijuana, and any other items required to be under personal supervision of a licensed dispensary employee; (c) A dispensary maintaining records at a location other than the premises licensed by the State Board or via a computerized recordkeeping system shall maintain an executed agreement with the company possessing or storing the records authorizing an agent of the State Board with access to the records maintained in accordance with Chapter 3796 within three (3) business days, excluding weekends and holidays; and (d) No item, product, record, or equipment that must be accessible to anyone other than a licensed dispensary employee may be stored in restricted access areas.

#### *Policies & Procedures*

Licensed dispensaries are required to develop, implement, and maintain security policies and procedures. These policies and procedures include without limitation: (1) A security plan with protocols for patient, caregiver, and employee safety and management and security of medical marijuana and currency; (2) Restricted access to the areas in the dispensary that contain medical marijuana to authorized employees; (3) Identification of authorized employees through means including current employee identification card in

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

the employee's immediate possession whenever the employee is present at the dispensary; (4) Controlled access and prevention of loitering both inside and outside of the facility; (5) Conducting electronic monitoring; (6) Use of a panic button; and (7) Prepares for, protects against, and addresses how to handle any crisis that affects the security or operation of a dispensary in the event of strike, fire, flood or other natural disaster, or other situations of local, state or national emergency.

*Security System*

Licensed dispensaries are required to have an operable security system, which uses commercial grade equipment, at all times. The aforementioned security system must include: (1) A perimeter alarm; (2) Motion detectors; (3) Video cameras in all areas, unless prohibited by law, including all points of entry and exit from the dispensary, the dispensary department, and restricted access areas which shall be appropriate for the normal lighting conditions of the area under surveillance, so as to allow for the capture of clear and certain identification of any person located in the surveillance area; (4) A video camera or cameras recording at each point of sale location allowing for the identification of the dispensary employee dispensing the medical marijuana and any patient or caregiver purchasing the medical marijuana. The camera or cameras shall capture the sale, the individuals and the computer monitors used for the sale; (5) Constant streaming from all video cameras during hours when a dispensary is closed; and (6) Recording from all video cameras during hours of operation, which the dispensary shall make available for immediate viewing by the State Board or the State Board's authorized representative upon request and shall be retained for at least six (6) months; (7) A duress alarm, meaning a silent security alarm system signal generated by the entry of a designated code into an arming station to signal that the alarm user is being forced to turn off the system; (8) A panic alarm, meaning an audible security alarm system signal generated by the manual activation of a device intended to signal a life threatening or emergency requiring law enforcement response; (9) A holdup alarm, meaning a silent alarm signal generated by the manual activation of a device intended to signal a robbery in progress; (10) An automatic voice dialer, meaning any electrical, electronic, mechanical, or other device capable of being programmed to send a prerecorded voice message, when activated, over a telephone line, radio or other communication system, to a law enforcement, public safety or emergency services agency requesting dispatch; (11) A failure notification system that provides an audible, text or visual notification of any failure in the surveillance system. The failure notification system shall provide an alert to the dispensary within five minutes of the failure, either by telephone, email, or text message; (12) The ability to immediately produce a clear color still photo that is a minimum of ninety-six hundred (9600) dpi from any camera image, either live or recorded. All cameras shall be capable of capturing at least thirty (30) frames per second; (13) A date and time stamp embedded on all recordings. The date and time shall be synchronized and set correctly and shall not significantly obscure the picture; (14) The ability to remain operational during a power outage and ensure that all access doors are not solely controlled by an electronic access panel to ensure that locks are not released during a power outage; and (15) All video surveillance equipment shall allow for the exporting of still images in an industry standard image format, including .jpg, .bmp, and .gif. Exported video shall have the ability to be archived in a proprietary format that ensures authentication of the video and guarantees that no alteration of the recorded image has taken place. Exported video shall also have the ability to be in an industry standard file format that can be played on a standard computer operating system. All recordings shall be erased or destroyed prior to disposal.

The State Board can request or approve alternate security measures that it determines are an adequate substitute for a security measure specified in Chapter 3796.

*Storage Requirements*

Medical marijuana is required to be stored on the licensed premises of the dispensary, and the medical marijuana must be stored in restricted access areas and tracked in the inventory tracking system. A dispensary is required to maintain adequate lighting, ventilation, temperature, humidity control, and equipment. Required equipment includes, but is not limited to, adequate personal protective equipment for employees.

The dispensary must be maintained in a clean and orderly condition. Furthermore, medical marijuana shall

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

be stored at appropriate temperatures and under appropriate conditions to help ensure that its identity, strength, quality and purity are not adversely affected. Containers storing expired, damaged, deteriorated, misbranded, adulterated or opened medical marijuana shall be separated from other medical marijuana until they are destroyed in accordance with the dispensary's destruction policy. Expired, damaged, deteriorated, misbranded, or adulterated medical marijuana shall not be stored at the licensed dispensary for more than one (1) week.

If a dispensary has reason to believe that an actual loss, theft, or diversion of medical marijuana has occurred, the dispensary is required to immediately notify the Ohio Department of Commerce ("ODOC") and law enforcement, within twenty-four (24) hours after the discovery of the event.

### Transportation Requirements

#### *Process and Procedure*

Prior to transporting any medical marijuana, regardless of form, a medical marijuana entity is required to maintain a transportation log, in writing, that contains the following information: (1) The names and addresses of the medical marijuana entities sending and receiving the shipment; (2) The names and registration numbers of the registered employees transporting the medical marijuana or the products containing medical marijuana; (3) The license plate number and vehicle type that will transport the shipment; (4) The time of departure and estimated time of arrival; (5) The specific delivery route, which includes street names and distances; and (6) The total weight of the shipment and a description of each individual package that is part of the shipment, and the total number of individual packages.

The medical marijuana entity transporting medical marijuana must transmit a copy of the transportation log to the receiving medical marijuana entity before the close of business the day prior to transport. The medical marijuana entity must enter the information required in the inventory tracking.

Before accepting a delivery of medical marijuana, a dispensary key employee must inspect and acknowledge that the delivery meets relevant packaging and labeling requirements. The delivery of any medical marijuana failing to adhere to relevant packaging and labeling requirements must not be accepted by a dispensary and must be immediately returned to the processor or cultivator holding a plant-only processor designation.

#### *The Transportation Vehicle*

The vehicle transporting the medical marijuana must drive directly to its intended location(s), with limited exceptions for stops at other medical marijuana entities on transportation log, to refuel the vehicle, or to notify the medical marijuana entities, law enforcement, or ODOC of an emergency. The vehicle transporting the medical marijuana or any product containing medical marijuana shall meet the following requirements: (1) Be insured as required by law; (2) Store the medical marijuana and any product containing medical marijuana in a locked, safe, and secure storage compartment that is part of the motor vehicle, or in a locked storage container that has a separate key or combination pad; (3) Ensure any medical marijuana or product containing medical marijuana is not visible from the outside of the vehicle; (4) Be staffed with a minimum of two employees registered with ODOC, with at least one employee remaining with the vehicle at all times that the vehicle contains medical marijuana; (5) Have access to a secure form of communication with personnel at the medical marijuana entity and the ability to contact law enforcement through the 911 emergency system at all times that the vehicle contains medical marijuana, unless notification is impractical under the circumstances; and (6) Not contain any marks, logos, brands, or other illustrations on the exterior of the vehicle, other than those affixed to the vehicle by the vehicle manufacturer or dealership.

#### *Transportation Employee*

A registered employee transporting medical marijuana shall do the following: (1) Display his or her ODOC issued employee identification card at all times when transporting or delivering medical marijuana and shall produce it for ODOC or ODOC's authorized representative or law enforcement official upon request; (2)

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

Ensure delivery times vary and routes are randomized; (3) Report any vehicle accident that occurs during the transportation to a person designated by the transporting medical marijuana entity to receive such reports within two hours after the accident occurs; (4) Report any loss or theft of medical marijuana that occurs during the transportation of medical marijuana; (5) Carry a copy of the completed transportation log; and (6) Notify the medical marijuana entity when the delivery has been completed.

*Inspections and Enforcement*

Dispensaries are subject to random and unannounced dispensary inspections and medical marijuana testing by the State Board. The State Board and its authorized representatives are allowed to: (1) Enter any place, including a vehicle, in which medical marijuana is held, stored, dispensed, sold, produced, delivered, transported, manufactured, or disposed of; (2) Inspect in a reasonable manner, the place and all pertinent equipment, containers, and labeling and all things including records, files, financial data, sales data, shipping data, pricing data, personnel data, research, papers, processes, controls, and facility, and inventory of any stock of medical marijuana; and (3) Obtain any medical marijuana or medical marijuana product, any labels or containers for medical marijuana, or paraphernalia.

Every person charged with preparation, obtaining or keeping records, logs, reports or other documents in connection with Chapter 3796, and every person in charge, or having custody of those documents shall, upon request by the State Board, make the documents immediately available for inspection and copying by the State Board, the State Board's authorized representative or others authorized by law to review the documents.

The State Board may investigate a licensed dispensary, principal officer, dispensary employee, third-party vendor, or any other party associated with a dispensary for an alleged violation of Chapter 3796. The State Board may require a dispensary to produce documents, records, or any other material pertinent to the investigation of an alleged violation of Chapter 3796. Failure to provide the required material may be grounds for discipline.

Any dispensary that does not store medical marijuana in compliance with this division, or that stores medical marijuana at a location other than that for which the dispensary license was issued, may have its license suspended or revoked. In such a case, all medical marijuana under the dispensary's control will be subject to being placed under seal by the State Board.

***Compliance of United States Operations***

Liberty is in compliance with applicable licensing requirements and the regulatory framework enacted by the State of Florida. As further detailed above, Liberty is licensed to operate as a MMTC under applicable Florida law pursuant to the terms of the Florida License. The Florida License grants Liberty the authority to possess, cultivate, process, dispense and sell medical cannabis in the State of Florida. Liberty has not experienced any non-compliance nor has been subject to any notices of violation by the Department. Although the Company's previous state chartered bank, First Green Bank, ceased its line of business servicing businesses in the cannabis industry, the business was taken up by Safe Harbor from Colorado, which is now providing banking services to the Company in Florida. Liberty also maintains a banking relationship with WFCU and is capable of lawfully paying all expenses and managing its operations and assets in full compliance with all federal statutes and regulations. The Company also engages armored car services as a custodian of cash and deposits, which are delivered to the Federal Reserve Bank on behalf of the Company and then reflected in the Company's Safe Harbor bank account. The armored car services picks up cash from the dispensaries as well as from the cultivation facility for home deliveries from that site.

The Company has a full time Compliance Officer on staff in Florida whose responsibilities are to monitor the day to day activities of staff, including ensuring that the established standard operating procedures are being adhered to at each stage of the cultivation, processing and distribution cycle, to identify any non-compliance matters and to put in place the necessary modifications to ensure compliance. The Compliance Officer performs monthly, unannounced audits against the Company's established standard operating



LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

procedures and state regulations. Each employee is provided with an employee handbook outlining the standard operating procedures and state regulations upon hiring, and is then provided with one on one quality and regulatory training by the Compliance Officer. The Company has 24-hour surveillance of every room, including greenhouses, in which cannabis is cultivated, processed, and stored. This footage is kept for at least 45 days as per the requirements of the Department. Security officers also perform a walk through every four hours to check each room and look for unusual activity. The Company also utilizes state approved software for tracking cannabis inventory from seed to sale. The Compliance Officer's duties also include ongoing education of staff on the state regulations. State inspections to date have not resulted in any non-compliance issues.

The Company has worked with its legal advisors in Florida to implement, and is working with legal advisors in Ohio to ensure that Schottenstein Aphria II LLC and Schottenstein Aphria III LLC implement measures designed to ensure compliance with applicable state laws in the United States on an ongoing basis, including:

- weekly correspondence and updates with advisors;
- development of standard operating procedures with respect to cultivation, processing and distribution;
- ongoing monitoring of compliance with operating procedures and regulations by on-site management;
- appropriate employee training for all standard operating procedures; and
- subscription to monitoring programs to ensure compliance with the FCEN Memo (as defined herein).

While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under the federal laws of the United States. See "*Industry Trends and Risks*".

## INDUSTRY TRENDS AND RISKS

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The Company's overall performance and results of operations are subject to a number of risks and uncertainties, of which the below are considered to be the Company's principal risks. For a more detailed and complete discussion of economic, industry and risk factors of the Company, please see the "Risk Factors" section in our most recent Annual Information Form, dated July 1, 2019.

### ***Risk Factors Related to the United States***

***While cannabis is legal in many US state jurisdictions, it continues to be a controlled substance under the United States federal Controlled Substances Act.***

Investors are cautioned that in the United States, cannabis is largely regulated at the state level. To the Company's knowledge, there are to date a total of 33 states, plus the District of Columbia, Puerto Rico, Guam, the Northern Mariana Islands and the US Virgin Islands that have legalized cannabis in some form, including Florida and Ohio. Ten states, the District of Columbia and the Northern Mariana Islands have legalized recreational cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, and the increasing number of states with legal recreational frameworks, cannabis continues to be categorized as a Schedule I controlled substance under the CSA and as such, violates federal law in the United States. Senators Elizabeth Warren and Cory Gardner have introduced a bipartisan Senate bill titled "Strengthening the Tenth Amendment Through Entrusting States (STATES) Act" that would lift the Controlled Substance Act's restrictions on cannabis in states that have written their own laws. However, there can be no assurances as to when this bill will pass, or if it will pass at all.

The United States Congress has passed appropriations bills in 2019 and each of the last three years that have not appropriated funds for prosecution of cannabis offenses of individuals who are in compliance with state medical cannabis laws. American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the CSA, any individual or business—even those

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

that have fully complied with state law—could be prosecuted for violations of federal law. And if Congress restores funding, the government will have the authority to prosecute individuals for violations of the law before it lacked funding under the CSA's five-year statute of limitations.

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

Liberty derives 100% of its revenues from the cannabis industry in certain states of the United States, which industry is illegal under the federal laws of the United States. While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under the federal laws of the United States. The enforcement of relevant laws is a significant risk.

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

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in the Cole Memorandum addressed to all United States district attorneys acknowledging that, notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US states have enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. In March 2017, newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he disagreed that it had been implemented effectively and, on January 4, 2018, Attorney General Jeff Sessions issued the Sessions Memorandum, which rescinded the Cole Memorandum. The Sessions Memorandum rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principles are included in chapter 9.27.000 of the United States Attorneys' Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.

As a result of the Sessions Memorandum, federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how active federal prosecutors will be in relation to such activities. Furthermore, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors.

Medical cannabis is currently protected against enforcement by enacted legislation from United States Congress in the form of the Rohrabacher-Blumenauer Amendment which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the Rohrabacher-Leahy Amendment) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the Department of Justice up and through the 2018 appropriations deadline of September 30, 2018. These protections were subsequently extended through December 7, 2018 and January 25, 2019 as part of short-term continuations of appropriations. On February 15, 2019, the amendment was renewed as part of an omnibus appropriations bill in effect until September 30, 2019. See "*United States Enforcement Proceedings*". Due to the ambiguity of the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law.

Such potential proceedings could involve significant restrictions being imposed upon the Company or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results and financial condition as well as the Company's reputation, even if such proceedings were concluded in favour of the Company. In the extreme case, such proceedings could ultimately involve the prosecution of key executives of the Company or the seizure of corporate assets; however, as of the date hereof, the Company believes and has obtained legal advice in respect thereof that proceedings of this nature are remote.

***The Company's investments in the United States are subject to applicable anti-money laundering laws and regulations.***

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

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

In the event that any of the Company's operations, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while the Company has no current intention to declare or pay dividends on its Common Shares in the foreseeable future, in the event that a

determination was made that the Company's proceeds from operations (or any future operations or investments in the United States) could reasonably be shown to constitute proceeds of crime, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

***The Company's investments in the United States may be subject to heightened scrutiny.***

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

Given the heightened risk profile associated with cannabis in the United States, CDS may implement procedures or protocols that would prohibit or significantly curtail the ability of CDS to settle trades for cannabis companies that have cannabis businesses or assets in the United States. On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("TMX MOU") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange and the TSX Venture Exchange. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades. In particular, the Common Shares would become highly illiquid as until an alternative was implemented, and investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, including the rescission of the Cole Memorandum discussed above, on February 8, 2018, the Canadian Securities Administrators revised their previously released Staff Notice setting out their disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. The Staff Notice confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. The Staff Notice includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry. The Company views the Staff Notice favourably, as it provides increased transparency and greater certainty regarding the views of its exchange and its regulator of existing operations and strategic business plan as well as the Company's ability to pursue further investment and opportunities in the United States.

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

***Regulatory risks***

LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

The activities of the Company are subject to regulation by governmental authorities. The Company's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products in each jurisdiction in which it operates. Liberty cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company. New risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Furthermore, although the operations of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's ability to import, distribute or, in the future, produce cannabis. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of cannabis, or more stringent implementation thereof could have a substantial adverse impact on the Company.

Because of the conflicting views between state legislatures and the federal government of the United States regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation, regulation, and enforcement. Unless and until the United States Congress amends the United States Controlled Substances Act with respect to cannabis or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which would adversely affect the current and future operations of the Company in the United States. As a result of the tension between state and federal law, there are a number of significant risks associated with the Company's existing and future operations in the United States.

***Legislative or regulatory reform and compliance***

The Company's operations are subject to a variety of laws, regulations, guidelines and policies relating to the manufacture, import management, packaging/labelling, processing, production, advertising, sale, transportation, storage and disposal of medical cannabis, but also including laws and regulations relating to drugs, controlled substances, health and safety, relationships with health care providers, the conduct of operations and the protection of the environment.

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

The Company also incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company's investments and, therefore, on the Company's prospective returns. Further, the Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect the Company's ability to conduct its business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future. A material adverse impact



LIBERTY HEALTH SCIENCES INC.  
MANAGEMENT'S DISCUSSION & ANALYSIS

on our financial statements also could occur for the period in which the effect of an unfavorable final outcome becomes probable and reasonably estimable.

The commercial medical and recreational cannabis industry is in its infancy and the Company anticipates that such regulations will be subject to change as the state and federal government monitors licensed producers in action. The Company will continue to monitor compliance on an ongoing basis in accordance with all applicable internal and external policies and procedures, which can be found in the Company's initial application for licensure and in company manuals and protocols.

***Reliance on third-party suppliers, manufacturers and contractors***

The Company intends to maintain a full supply chain for the provision of products and services to the regulated cannabis industry. Due to the uncertain regulatory landscape for regulating cannabis in Canada and the United States, the Company's third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for the Company's operations. Loss of these suppliers, manufacturers and contractors may have a material adverse effect on the Company's business and operational results.

***Banking***

Since the cultivation, distribution and possession of cannabis is currently illegal under U.S. federal law, it is possible that banks may refuse to open bank accounts for the deposit of funds from businesses involved with the cannabis industry. The inability to open bank accounts with certain institutions could materially and adversely affect the business of the Company. See *Issuers with U.S. Cannabis Related Business – Ability to Access Public and Private Capital* and *Issuers with U.S. Cannabis Related Business – Compliance of United States Operations*.

***Operation permits and authorizations***

The Company's investments may not be able to obtain or maintain the necessary licenses, permits, authorizations or accreditations, or may only be able to do so at great cost, to operate their respective businesses. In addition, the Company's investments may not be able to comply fully with the wide variety of laws and regulations applicable to the cannabis industry. Failure to comply with or to obtain the necessary licenses, permits, authorizations or accreditations could result in restrictions on an investment's ability to operate in the cannabis industry, which could have a material adverse effect on the Company's business.

***Liability, enforcement complaints, etc.***

The Company's participation in the cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various federal, state, or local governmental authorities against the Company or its investments. Litigation, complaints, and enforcement actions involving either of the Company or its investments could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

***Reliance on License***

Liberty's ability to grow, store and sell medical cannabis and cannabis oil in the State of Florida is dependent on maintaining its Florida License in good standing with the Florida Department. Failure to comply with the requirements of the Florida License, or any failure to maintain any licenses held would have a material adverse impact on the business, financial condition and operating results of the Company. The Company's licenses are currently in good standing and the Company remains fully compliant with the associated state laws and regulations.

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

Liberty's business involves the growing of medical cannabis, an agricultural product. Such business will be subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although Liberty expects that any such growing will be completed indoors under climate controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

### ***Limited Operating History***

Liberty has not generated significant profits or revenues in the periods covered by its most recent financial statements, and as a result, has only a very limited operating history upon which its business and future prospects may be evaluated. Liberty is therefore subject to many of the risks common to early-stage enterprises, including challenges related to laws, regulations, licensing, integrating and retaining qualified employees; making effective use of limited resources; achieving market acceptance of existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining customers; and developing new solutions. There is no assurance that Liberty will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

### ***Product Liability***

As a distributor of products designed to be ingested by humans, Liberty faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the sale of Liberty's products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of Liberty's products alone or in combination with other medications or substances could occur. Liberty may be subject to various product liability claims, including, among others, that Liberty's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against Liberty could result in increased costs, could adversely affect Liberty's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of Liberty. Although Liberty has secured product liability insurance, and strictly enforces a quality standard within the operations, there can be no assurances that Liberty will be able to maintain its product liability insurance on acceptable terms or with adequate coverage against potential liabilities. This scenario could prevent or inhibit the commercialization of Liberty's potential products. To date, there have been no product related issues.

### ***Securing Additional Financing to Fund Operations and Meet Consumer Demand***

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. See *Issuers with U.S. Cannabis Related Businesses – Ability to Access Public and Private Capital*. In addition, from time to time, Liberty may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event

or prevent the enforcement of security granted pursuant to such debt financing. The Company may require additional financing to fund its operations until positive cash flow is achieved.

### ***Regulatory or Agency Proceedings, Investigations and Audits***

The Company's business requires compliance with many laws and regulations. Failure to comply with these laws and regulations could subject the Company to regulatory or agency proceedings or investigations and could also lead to damage awards, fines and penalties. Liberty may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require Liberty to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operation.

### ***Litigation***

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the Common Shares and could use significant resources. Even if Liberty is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand. At this time, the Company believes there is no outstanding material litigation against the Company other than the items disclosed in the MD&A.

### ***Information Technology Systems and Cyber-attacks***

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

Liberty has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

*This MD&A contains forward-looking statements within the meaning of applicable securities legislation with regards to expected financial performance, strategy and business conditions. We use words such as "forecast", "future", "should", "could", "enable", "potential", "contemplate", "believe", "anticipate", "estimate", "plan", "expect", "intend", "may", "project", "will", "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause actual results, performance or achievement to be materially different from any future forward-looking statements. Factors that may cause such differences include, but are not limited to, general economic and market conditions, investment performance, financial markets, legislative and regulatory changes, technological developments, catastrophic events and other business risks. These forward-looking statements are as of the date of this MD&A and the Company and management assume no obligation to update or revise them to reflect new events or circumstances except as required by securities laws. The Company and management caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made.*

*Some of the specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to the following:*

- the intention to grow the business and operations of the Company;*
- the expected growth in the Company's growing capacity;*
- the competitive conditions of the industry;*
- any commentary related to the legalization of cannabis and the timing related thereto;*
- the applicable laws, regulations and any amendments thereof;*
- the competitive and business strategies of the Company;*
- the framework for the enforcement of medical cannabis and cannabis-related offenses in the United States; and*
- the grant and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof for each respective state in which the Company does business.*