FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Liberty Leaf Holdings Ltd. (the "Issuer").

Trading Symbol: LIB

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

The Issuer's unaudited interim consolidated financial statements for the period ended June 30, 2019 are attached.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below can be found in the Issuer's financial statements attached as Schedule A.

1. **Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

2. **Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	**Type of Security (common shares, convertible debentures, etc.)**	**Type of Issue (private placement, public offering, exercise of warrants, etc.)**	**Number**	**Price**	**Total Proceeds**	**Type of Consideration (cash, property, etc.)**	**Describe relationship of Person with Issuer (indicate if Related Person)**	**Commission Paid**

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The Issuer's Management Discussion & Analysis for the period ended June 30, 2019 is attached.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated August 29, 2019

Will Rascan
Name of Director or Senior Officer

/s/ "Will Rascan"
Signature

President & CEO
Official Capacity

Issuer Details Name of Issuer Liberty Leaf Holdings Ltd.	For Quarter Ended 2019/06/30	Date of Report YY/MM/D 2019/08/29
Issuer Address 700-838 W Hastings Street		
City/Province/Postal Code Vancouver, BC, V6C 0A6	Issuer Fax No. ( )	Issuer Telephone No. (778) 819-0244
Contact Name Kelly Pladson	Contact Position Corporate Secretary	Contact Telephone No. (604) 726-6749
Contact Email Address kellypladson@icloud.com	Web Site Address https://www.libleaf.ca	

SCHEDULE “A”

UNAUDITED FINANCIAL STATEMENTS FOR PERIOD ENDED JUNE 30, 2019

Liberty Leaf Holdings Ltd.

Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2019

(Unaudited - Expressed in Canadian Dollars)

Liberty Leaf Holdings Ltd.

Six Months Ended June 30, 2019

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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor Smythe Ratcliffe LLP, Chartered Accountants has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

August 29, 2019

Liberty Leaf Holdings Ltd.

Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	June 30, 2019	December 31, 2018
Assets		
Current		
Cash	$ 177,514	$ 402,393
Short term investments (note 9)	1,077,632	1,594,388
GST receivable	29,071	67,668
Prepaid expenses and deposits	63,583	91,455
	1,347,800	2,155,904
Property and Equipment (note 6)	34,832	39,732
Investment in Associate (note 8)	5,590,823	5,355,060
	$ 6,973,455	$ 7,550,696
Liabilities		
Current		
Accounts payable and accrued liabilities (note 10)	$ 360,867	$ 308,954
	360,867	308,954
Shareholders' Equity		
Share Capital (note 11)	27,389,515	27,258,306
Reserves (note 11)	6,310,117	6,266,817
Share Subscriptions	-	-
Deficit	(27,087,044)	(26,283,381)
	6,612,588	7,241,742
	$ 6,973,455	$ 7,550,696

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Approved on behalf of the Board:

"William Rascan" .... Director
William Rascan

"Steven Feldman" .... Director
Steven Feldman

Liberty Leaf Holdings Ltd.

Condensed Consolidated Interim Statements of Comprehensive Loss
For the Three and Six Months Ended June 30
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	**Six Months Ended June 30, 2019**	Six Months Ended June 30, 2018
Expenses				
Accounting, legal and audit (note 10)	**$ 39,011**	$ 20,157	**$ 62,167**	$ 60,537
Amortization (note 6)	**2,449**	3,043	**4,899**	4,323
Consulting fees (note 10)	**219,606**	71,000	**335,631**	366,475
Management fees (note 10)	**45,500**	43,500	**89,000**	87,000
Office and general	**17,259**	26,186	**42,835**	79,581
Rent	**5,000**	7,500	**12,500**	71,120
Share-based payments (note 10)	**-**	13,867	**83,509**	1,515,682
Shareholder communications and investor relations (note 10)	**17,662**	36,093	**33,938**	112,650
Transfer agent and filing fees	**15,038**	11,342	**31,542**	29,213
Research and development costs	**-**	18,762	**-**	18,762
	361,525	251,450	**696,021**	2,345,343
Loss (gain) on short term investments (note 9)	**80,000**	(53,257)	**60,000**	(73,812)
Interest Income	**(6,000)**	-	**(12,000)**	-
Gain on settlement of debt		(3,516)		(3,516)
Equity loss from associate (note 8)	**35,000**	-	**59,643**	-
Net Loss and Comprehensive Loss	**$ 470,525**	$ 194,677	**$ 803,664**	$ 2,268,015
Basic and Diluted Loss Per Share	**$ 0.00**	$ 0.00	**$ 0.01**	$ 0.02
Basic and Diluted Weighted Average Number of Common Shares Outstanding	**127,437,521**	117,018,716	**127,437,521**	116,017,837

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Liberty Leaf Holdings Ltd.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
For the Six Months ended June 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Share Subscriptions	Deficit	Total
Balance, December 31, 2017	**106,546,547**	**$ 21,070,550**	**$ 4,704,354**	**$ 1,100**	**$ (22,710,282)**	**$ 3,065,722**
Private placements	5,259,485	2,103,794	-	-	-	2,103,794
Share issue costs	-	(310,044)	-	-	-	(310,044)
Shares issued for investment in associate	3,000,000	2,670,000	-	-	-	2,670,000
Shares issued on the exercise of options and warrants	5,245,439	561,485	-	(1,100)	-	560,385
Shares issued for settlement of debt	117,198	43,363	-	-	-	43,363
Fair value of options and warrants exercised	-	161,647	(161,647)	-	-	-
Share options granted	-	-	1,515,682	-	-	1,515,682
Net loss for the period	-	-	-	-	(2,268,015)	(2,268,015)
Balance, June 30, 2018	**120,168,669**	**26,300,795**	**6,058,389**	**-**	**(24,978,297)**	**7,380,887**
Shares issued on the exercise of options and warrants	7,107,463	699,371	-	-	-	699,371
Fair value of options and warrants exercised	-	258,140	(258,140)	-	-	-
Share options granted	-	-	466,568	-	-	466,568
Net loss for the period	-	-	-	-	(1,305,084)	(1,305,084)
Balance, December 31, 2018	**127,276,132**	**27,258,306**	**6,266,817**	**-**	**(26,283,381)**	**7,241,742**
Shares issued on the exercise of options and warrants	660,000	91,000	-	-	-	91,000
Fair value of options and warrants exercised	-	40,209	(40,209)	-	-	-
Share options granted	-	-	83,509	-	-	83,509
Net loss for the period	-	-	-	-	(803,664)	(803,664)
Balance, June 30, 2019	**127,936,132**	**$ 27,389,515**	**$ 6,310,117**	**$ -**	**(27,087,044)**	**$ 6,612,588**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Liberty Leaf Holdings Ltd.

Condensed Consolidated Interim Statements of Cash Flows
For the Six Months Ended June 30
(Unaudited - Expressed in Canadian Dollars)

	2019	2018
Operating Activities		
Net loss for the period	$ (803,664)	$ (2,268,015)
Items not involving cash		
Amortization	4,899	4,323
Share-based payments	83,509	1,515,682
Loss (gain) on short term investments	60,000	(5,388)
Gain on settlement of debt		(3,516)
Interest accrued on short term investments	(12,000)	-
Equity loss from associate (note 8)	59,643	-
Changes in non-cash working capital		
GST receivable	38,597	28,773
Prepaid expenses	27,872	80,991
Accounts payable and accrued liabilities	51,913	49,849
Cash Used in Operating Activities	(489,231)	(597,301)
Investing Activities		
Advances to investment in associate (note 8)	(295,406)	(328,383)
Short term investments (note 9)	-	(1,550,000)
Proceeds on sale of short term investments	468,758	-
Purchase of equipment (note 6)	-	-
Cash Used in Investing Activities	173,352	(1,878.383)
Financing Activities		
Shares issued for cash, net of issue costs	91,000	2,354,135
Cash Provided by Financing Activities	91,000	2,354,135
Inflow (Outflow) of Cash	(224,879)	(121,549)
Cash, Beginning of the Period	402,393	1,211,065
Cash, End of the Period	$ 177,514	$ 1,089,516

Supplemental Disclosures with Respect to Cash Flows (note 13)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS

Liberty Leaf Holdings Ltd. (the "Company") is a Vancouver, British Columbia, based company incorporated in the province of British Columbia. The Company is listed on the Canadian Securities Exchange (the "Exchange") under the symbol "LIB".

The Company was a mineral exploration company until October 21, 2016, when the Company changed its name, completed a transition to become a licensed producer of medical marijuana as regulated by the Access to Cannabis for Medical Purposes Regulations ("ACMPR"), and began trading under the symbol "LIB". On October 19, 2016, the Company acquired 100% of the issued and outstanding shares of North Road Ventures Ltd. ("North Road") (note 7). On December 6, 2017, the Company signed an agreement to acquire shares of Just Kush Enterprises Ltd. ("Just Kush") (note 8).

The principal address of the Company is located at 700 – 838 West Hastings Street, Vancouver, British Columbia, Canada, V6C 0A6.

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several adverse conditions cast significant doubt on the validity of this assumption. The Company incurred an operating loss during the six months ended June 30, 2019 of $803,664 (2018 - $2,268,015) and has a deficit of $27,087,044 (December 31, 2018 - $26,283,381), has limited resources, no sources of operating cash flow and no assurances that sufficient funding will be available to continue operations for an extended period of time. The Company has not yet commenced revenue-producing operations.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the application process for an ACMPR license or enter into agreements with other cannabis-related businesses. Management is actively engaged in the review and due diligence on opportunities of merit in the cannabis sector and is seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. If the going concern assumption were not appropriate for these condensed consolidated interim financial statements then adjustments may be necessary in the carrying value of assets and liabilities, the reported expenses and the statements of financial position classifications used. Such adjustments could be material.

3. BASIS OF PRESENTATION

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS"). As such, certain disclosures required by IFRS have been condensed or omitted.

These condensed consolidated interim financial statements of the Company should be read in conjunction with the Company's 2018 annual consolidated financial statements, which have been prepared in accordance with IFRS.

3. BASIS OF PRESENTATION (Continued)

b) Basis of measurement

These condensed consolidated interim financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair value. These condensed consolidated interim financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

c) Principles of consolidation

The condensed consolidated interim financial statements of the Company consolidate the accounts of the Company and its wholly owned subsidiary, North Road, a British Columbia, Canada company. All intercompany transactions, balances and unrealized gains and losses are eliminated on consolidation.

d) Approval of the condensed consolidated interim financial statements

The condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on August 29, 2019.

e) Use of estimates and judgments

The preparation of these condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities is as follows:

- Control

  Management consolidates all subsidiaries and entities which it is determined that the Company controls. Control is evaluated on the ability of the Company to direct the activities of the subsidiary or entity to derive variable returns and management uses judgment in determining whether control exists. Judgment is exercised in the evaluation of the variable returns and in determining the extent to which the Company has the ability to exercise its power to generate variable returns.

- Going Concern

  The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenses, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

3. BASIS OF PRESENTATION (Continued)

e) Use of estimates and judgments (Continued)

- Significant influence

  Where the Company holds the largest shareholding in an investment and has the power to exercise significant influence through common officers and board members, such an investment is treated as an associate. The Company can exercise significant influence over Just Kush.

- Treatment of license costs

  License costs are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 *Intangible Assets* are met. Those criteria require that the product is technically and economically feasible, which management assesses based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any license costs as at June 30, 2019.

The key estimates applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- The inputs used in assessing the recoverable amount of deferred tax assets;
- Assumptions used as inputs to calculate share-based payments; and
- Fair value of equity issuances for non-cash consideration.

Actual results could differ from those estimates. Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the condensed consolidated interim financial statements, as appropriate.

4. ADOPTION OF NEW ACCOUNTING STANDARDS

The Company has adopted IFRS 16 Leases (“IFRS 16”) effective January 1, 2019. These changes to the Company’s significant accounting policies include:

The key requirements of IFRS 16 as they relate to the Company include the following:

Management does not expect these standards to have a significant impact on the Company’s condensed consolidated interim financial statements.

IFRS 16 Leases

Issued by IASB January 2016, effective for annual periods beginning January 1, 2019

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

5. FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

- Cash is classified as financial asset at FVTPL;
- Short-term investments as financial assets classified as FVTPL;
- Accounts payable and accrued liabilities are classified as financial liabilities at amortized cost.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash with major Canadian financial institutions. The Company is therefore exposed to credit risk with respect to cash of $177,514 (December 31, 2018 - $402,393) and short-term investments of $1,077,632 (December 31, 2018 - $1,594,388) as at June 30, 2019.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of June 30, 2019 equal $360,867 (December 31, 2018 - $308,954). All of the liabilities presented as accounts payable are due within 90 days of June 30, 2019.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return on capital.

As at June 30, 2019, the Company is exposed to market risk with respect to short term investments of $20,000 (December 31, 2018 - $80,000) representing the Company's investment in common shares of Blox Labs Inc. ("BLOX").

(Unaudited – Expressed in Canadian Dollars)

6. PROPERTY AND EQUIPMENT

		Computer Equipment		Office Equipment		Total
Cost						
Balance, December 31, 2017	$	13,396	$	2,032	$	15,428
Additions		2,777		37,848		40,625
Balance, December 31, 2018	$	16,173	$	39,880	$	56,053
Additions		-		-		-
Balance, June 30, 2019	$	16,173	$	39,880	$	56,053
Accumulated Amortization						
Balance, December 31, 2017	$	6,117	$	1,557	$	7,674
Amortization		4,767		3,880		8,647
Balance, December 31, 2018		10,884		5,437		16,321
Amortization		1,455		3,444		4,899
Balance, June 30, 2019	$	12,339	$	8,881	$	21,220
Net Book Value, December 31, 2018	$	5,289	$	34,443	$	39,732
Net Book Value, June 30, 2019	$	3,834	$	30,999	$	34,832

7. ACQUISITION OF NORTH ROAD VENTURES LTD.

On April 28, 2016, as amended July 4, 2016 and September 9, 2016, the Company entered into an agreement to purchase all of the shares of North Road.

During the year ended December 31, 2015, the Company advanced $107,500 to North Road in order to further its ACMPR license application. The amount advanced was without interest. If North Road submitted a ACMPR license application by June 30, 2016, based on the ACMPR rules in place when the letter of intent with North Road was signed on July 21, 2015, the amount advanced would be forgiven. The ACMPR application was submitted by North Road and the Company forgave repayment of the advance.

On April 28, 2016, as amended July 4, 2016 and September 9, 2016, the Company entered into an agreement to purchase all of the shares of North Road. As consideration for the purchase, the Company issued 12,000,000 common shares to the shareholders of North Road upon approval of the transaction by the Exchange. The common shares were valued at $660,000 based on the market price of the shares at the date of issuance. In relation to this transaction, the Company paid a finder's fee of 1,200,000 common shares, which were valued at $66,000.

7. ACQUISITION OF NORTH ROAD VENTURES LTD. (Continued)

Under the terms of the agreement, as the ACMPR license application progresses the Company will pay to the shareholders of North Road compensation for meeting certain milestones described in cash or the equivalent dollar value of common shares of the Company as follows: $150,000 upon North Road completing the "Security Clearance" phase; $350,000 upon North Road completing the "Pre-license Inspection" phase; and $1,000,000 upon North Road receiving an approved ACMPR license.

The closing of the definitive agreement constituted a change of business for the Company and was approved by the Exchange on October 19, 2016.

8. INVESTMENT IN ASSOCIATE

On December 6, 2017, the Company signed an agreement to acquire shares of Just Kush Enterprises Ltd. ("Just Kush"), a private British Columbia company with an in process ACMPR license.

Pursuant to the agreement, the Company has advanced payment to Just Kush and the amount pertains to the build out expenditures incurred at the Just Kush facility to further Just Kush's ACMPR application. These amounts have been paid by the Company and will be reimbursed to the Company by Just Kush.

The capital of Just Kush consists of 100 Class A voting shares and 100 class B common shares. The Company acquired 45 Class A voting shares and 24 Class B common shares of Just Kush, representing approximately 34.5% equity interest in Just Kush.

As consideration, the Company paid $150,000 and issued 2,000,000 common shares of the Company upon execution of the agreement at a fair value of $840,000. In addition, the Company may acquire a further 36 Class B common shares pursuant to the milestones below. The Company issued a further 3,000,000 common shares at a fair value of $2,670,000 on January 15, 2018 to be held in escrow and to be released upon the following milestones:

i. Within two days of receipt of written notice from Just Kush indicating that Just Kush passed the Security Clearance pursuant to the ACMPR application, the Company shall issue 1,000,000 common shares of the Company to shareholders of Just Kush in exchange for 12 Class B shares.

(Unaudited – Expressed in Canadian Dollars)

8. INVESTMENT IN ASSOCIATE (Continued)

ii. Within two days of receipt of written notice from Just Kush indicating that Just Kush received its License to Produce pursuant to the ACMPR application, the Company shall issue 500,000 common shares of the Company to shareholders of Just Kush in exchange for 6 Class B shares.

iii. Within two days of receipt of written notice from Just Kush indicating that Just Kush completed its Introduction Inspection pursuant to the ACMPR application, the Company shall issue 500,000 common shares of the Company to shareholders of Just Kush in exchange for 6 Class B shares.

iv. Within two days of receipt of written notice from Just Kush indicating that Just Kush completed its Pre-Sales Inspection pursuant to the ACMPR application, the Company shall issue 500,000 common shares of the Company to shareholders of Just Kush in exchange for 6 Class B shares.

v. Within two days of receipt of written notice from Just Kush indicating that Just Kush received its License to Sell, pursuant to the ACMPR application, the Company shall pay $600,000 to the shareholders of Just Kush, and issue 500,000 common shares of the Company to shareholders of Just Kush. The $600,000 is payable in cash and/or issuance of shares of the Company (based on a 20-day VWAP at the option of Company), in exchange for 6 Class B shares of Just Kush.

The 2,000,000 common shares were valued at $840,000 based on the market price of the shares on the date of issuance. In relation to this transaction, the Company paid a finder's fee of 1,000,000 common shares, which were valued at $420,000 and compensation shares of 1,000,000 common shares, which were valued at $420,000.

The Company has determined it has significant influence over Just Kush and accounts for its investment using the equity method. The following is a summary of the investment account:

		2019	**2018**
Shares issued	$	4,350,000	4,350,000
Cash consideration	$	150,000	150,000
Advances	$	1,260,245	964,839
Equity loss from associate	$	(169,422)	(109,779)
Investment in associate	$	5,590,823	5,355,060

Summarized financial information for Just Kush is as follows:

		2019	**2018**
Current assets	$	14,572	112,227
Non-current assets	$	991,895	937,821
Current liabilities	$	140,391	59,291
Non-current liabilities	$	1,921,663	1,626,257
Net loss	$	172,878	318,200

(Unaudited – Expressed in Canadian Dollars)

9. SHORT TERM INVESTMENTS

On March 13, 2018, the Company invested $1,500,000 in a redeemable short-term investment certificate with a maturity date of March 12, 2019. The investment earned interest at 1.2% per annum until February 2019 when the interest rate was increased to 2.0%. The investment is redeemable at any time before the maturity date. Interest earned on the investment is included in gain on short term investments. During the six months ended June 30, 2018, the Company redeemed $456,756 to cash to fund operations.

On June 20, 2018, the Company purchased 666,667 common shares of BLOX (CSE: Blox) at $0.075 per share. The investment was made pursuant to the terms of an agreement signed December 9, 2017, where the Company agreed to purchase a minimum of $50,000 in shares of BLOX for investment purposes, when BLOX undertook its next equity financing. The investment is marked to market each reporting period and the gain or loss is reflected in gain on short term investments. Common shares of BLOX underwent a three for one stock split on June 28, 2018. As at June 30, 2019, these 2,000,001 shares were valued at $0.01 per share for a market value of $20,000 (December 31, 2018 - $80,000), with a corresponding loss recognized during the period of $60,000.

During the year ended December 31, 2018, the Company recognized a gain on short-term investments of $68,424 to reflect the gain on the sale of the shares previously recorded.

10. RELATED PARTY TRANSACTIONS

These amounts of key management compensation are included in the amounts shown on the consolidated statements of comprehensive loss for the six months ended June 30, 2019 and 2018:

		2019		2018
Consulting fees	$	10,000	$	9,000
Management fees	$	89,000	$	87,000
Accounting fees	$	9,575	$	4,000
Shareholder communications	$	24,000	$	25,000
Share-based payments	$	-	$	675,989

These transactions were in the normal course of operations. The Company engaged the CEO to provide management services to the Company in consideration of $75,000 during the period ended June 30, 2019 (2018 - $75,000). The Company engaged the CFO to provide management services in consideration of $14,000 (2018 - $12,000) and separately paid $9,575 for accounting services during the period ended June 30, 2019 (2018 - $4,000). The Company engaged a director to provide shareholder communication services for consideration of $24,000 during the period ended June 30, 2019 (2018 - $25,000). The Company engaged a director to provide consulting services for consideration of $10,000 during the period ended June 30, 2019 (2018 - $9,000). Incentive stock options were granted to key management during the period ended June 30, 2019 with a fair value of $nil (2018 - $675,989) estimated using the Black Scholes option pricing model.

As at June 30, 2019, accounts payable and accrued liabilities included $4,775 (December 31, 2018 - $19,375) due to officers and directors or companies controlled by officers and directors and former directors and officers. The amounts due are non-interest-bearing, unsecured and without stated terms of repayment.

11. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

During the period ended June 30, 2019

During the period ended June 30, 2019, the Company issued 660,000 common shares of the Company for gross proceeds of $91,000 on the exercise of 660,000 stock options. The Company transferred $40,209 from reserves to share capital in conjunction with the exercises.

During the year ended December 31, 2018

On January 22, 2018, the Company closed a non-brokered private placement and issued 5,000,000 units at a price of $0.40 per unit for gross proceeds of $2,000,000. Each unit consists of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable by the holder to acquire one additional common share for a period of two years from issuance at an exercise price of $0.60. The Company paid finder's fees of $206,250 and issued 259,485 finder's units with the same terms as the private placement units with a fair value of $103,794. The Company allocated all of the proceeds to the common shares and $nil to the warrants based on the residual value method.

On April 5, 2018, the Company issued 117,198 units at a fair value of $0.37 per unit to settle $46,879 of debt due to an unrelated party. Each unit consists of one common share of the Company and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.60 per share for a period of two years from the closing. The Company recognized a gain on settlement of debt of $3,516 to reflect the difference between the amount owing and the share price on the issuance date.

During the year ended December 31, 2018, the Company issued 9,939,677 common shares of the Company for gross proceeds of $904,168 on the exercise of 9,939,677 share purchase warrants. The Company transferred $125,096 from reserves to share capital in conjunction with the exercises. The Company also issued 2,413,225 common shares of the Company for gross proceeds of $356,688 on the exercise of 2,413,225 stock options. $1,100 of the proceeds were received prior to December 31, 2017. The Company transferred $294,691 from reserves to share capital in conjunction with the exercises.

(Unaudited – Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

Issued share capital (continued)

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	June 30, 2019		**December 31, 2018**	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	3,304,342	$ 0.53	10,605,677	$ 0.10
Issued	-	-	2,688,342	0.60
Exercised*	-	-	(9,939,677)	0.09
Expired	616,000	0.20	(50,000)	0.08
Outstanding, end of period	2,688,342	$ 0.60	3,304,342	$ 0.53

*weighted average share price for warrants exercised during the year ended December 31, 2018 was $0.09

(Unaudited – Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

Warrants (continued)

The following warrants are outstanding and exercisable:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	**June 30, 2019**	**December 31, 2018**
May 24, 2019	-	$ 0.20	-	616,000
January 22, 2020	0.56	$ 0.60	2,629,743	2,629,743
April 5, 2020	0.77	$ 0.60	58,599	58,599
	0.57	$ 0.53	2,688,342	3,304,342

Share options

The Company has adopted a share option plan pursuant to which the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of grant and the options are exercisable for a period not to exceed 10 years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised within 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, employment or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

(Unaudited – Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

Share options (continued)

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Options granted to directors, employees and consultants vest immediately. Options granted to consultants engaged in investor relations activities will vest in stages over a minimum period of 12 months with no more than one-quarter of the options vesting in any three-month period.

Share option transactions and the number of share options outstanding are summarized as follows:

	June 30, 2019		**December 31, 2018**	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	7,750,000	$ 0.41	5,090,000	$ 0.17
Granted	2,000,000	0.15	6,500,000	0.40
Exercised*	660,000	0.14	(2,413,225)	0.15
Expired	(675,000)	0.55	(1,426,775)	0.24
Outstanding, end of period	8,415,000	$ 0.36	7,750,000	$ 0.41

* weighted average share price for options exercised during the year ended December 31, 2018 was $0.15

<u>During the six months ended June 30, 2019</u>

The Company applied the fair value method using the Black-Scholes option pricing model in accounting for its share options granted with the following weighted-average assumptions: risk-free interest rate of 1.63%; expected dividend yield of zero; expected share price volatility of 100%; and expected life of 1.00 years. The Company used historical volatility to estimate the volatility of the share price. The weighted average grant date fair value of each option was $0.042. Accordingly, $83,509 was recognized as share-based payment expense during the period ended June 30, 2019.

<u>During the year ended December 31, 2018</u>

The Company applied the fair value method using the Black-Scholes option pricing model in accounting for its share options granted with the following weighted-average assumptions: risk-free interest rate of 1.92%; expected dividend yield of zero; expected share price volatility of 138%; and expected life of 1.69 years. The Company used historical volatility to estimate the volatility of the share price. The weighted average grant date fair value of each option was $0.31. Accordingly, $1,982,250 was recognized as share-based payment expense during the year ended December 31, 2018.

(Unaudited – Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

Share options (continued)

The following share options are outstanding and exercisable:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	**June 30, 2019**	**December 31, 2018**
January 31, 2019	-	$ 0.69	-	300,000
February 5, 2019	-	$ 0.52	-	100,000
March 2, 2019	-	$ 0.44	-	125,000
March 22, 2019	-	$ 0.49	-	50,000
May 15, 2019	-	$ 0.12	-	-
May 23, 2019	-	$ 0.30	-	100,000
July 5, 2019**	0.01	$ 0.10	590,000	750,000
July 18, 2019*	0.05	$ 0.25	150,000	150,000
August 1, 2019*	0.09	$ 0.11	250,000	250,000
August 1, 2019*	0.09	$ 0.245	575,000	575,000
September 27, 2019	0.24	$ 0.22	500,000	500,000
October 30, 2019	0.33	$0.16	100,000	100,000
November 24, 2019	0.40	$ 0.210	250,000	250,000
January 5, 2020	0.52	$ 0.74	2,500,000	2,500,000
March 18, 2020	0.72	$ 0.15	1,500,000	-
August 1, 2020	1.09	$ 0.245	2,000,000	2,000,000
	0.82	$ 0.34	8,415,000	7,750,000

*expired unexercised subsequently
**exercised subsequently

12. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	2019	**2018**
Accounts payable settled with share capital	$ -	$ 43,363
Subscriptions received	$ -	$ (1,100)
Shares issued for investments in associate	$ -	$ 2,670,000

13. SEGMENTED DISCLOSURE

The Company currently operates in one industry segment, being development of cannabis products, and in one geographic area, being Canada.

14. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the three months ended March 31, 2019. The Company is not subject to external restrictions on its capital.

15. RESEARCH AND DEVELOPMENT

On March 1, 2017, the Company entered into an agreement for services to be provided by ESEV R&D LLC. ("ESEV"), a medical research company in Israel. Under the terms of the agreement, ESEV will organize and oversee medical studies to demonstrate the efficacy of formulas and products owned or licensed by Liberty for specific medical conditions in pets. The initial statement of work includes testing the efficacy of Cannabinoids (CBD) in canine osteoarthritis, which includes hip dysplasia, elbow dysplasia and stifle Degenerative Joint Disease (DJD). Costs incurred during the year ended December 31, 2018 were expensed as research and development costs.

16. COMMITMENTS

According to the terms of the agreement to purchase shares of Just Kush (note 8), the Company has agreed to pay all property taxes associated with the ACMPR application, all costs associated with furthering the ACMPR application process and upon commencement of the Buildout pursuant to the ACMPR application, a minimum of $2,500 per month in rent to Just Kush for a term not to exceed six months.

17. SUBSEQUENT EVENTS

The following events occurred subsequent to June 30, 2019.

(a) The Company issued 590,000 common shares of the Company for gross proceeds of $59,000 on the exercise of 590,000 stock options.

SCHEDULE “C”

MANAGEMENT DISCUSSION & ANALYSIS FOR PERIOD ENDED JUNE 30, 2019

August 29, 2019

OVERVIEW

The following management discussion and analysis ("MD&A") is a review of the operations, current financial position and outlook for Liberty Leaf Holdings Ltd. (formerly Weststar Resources Corp.) (the "Company") and should be read in conjunction with the Company's condensed consolidated interim financial statements for the six months ended June 30, 2019, as well as the audited consolidated financial statements for the year ended December 31, 2018, which are filed on the SEDAR website: www.sedar.com.

The Company prepares its condensed consolidated interim financial statements in accordance with IAS 34 Interim Financial Reporting, and its audited consolidated year-end financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

The financial information in this MD&A is derived from the Company's condensed consolidated interim financial statements. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

DESCRIPTION OF BUSINESS AND ACTIVITY

Liberty Leaf Holdings Ltd. (the "Company") is a Vancouver, British Columbia, based company incorporated under the name Weststar Resources Corp. on October 27, 2004 in the province of British Columbia. During the year ended December 31, 2006, the Company completed its initial public offering on the TSX Venture Exchange ("TSX-V"), and the Company's shares were listed for trading on September 22, 2006.

The Company was a mineral exploration company until October 21, 2016, when the Company changed its name, completed a transition to the cannabis business through the acquisition of North Road Ventures Ltd. ("North Road"), and began trading under the symbol "LIB".

The principal address of the Company is located at 700 – 838 West Hastings Street, Vancouver, British Columbia, Canada, V6C 0A6.

General and Financing

On January 15, 2018, the Company issued 3,000,000 common shares (valued at $2,670,000) as part of the acquisition of Just Kush. The shares are held in escrow by the Company's transfer agent, to be released based upon milestones according to the acquisition agreement. Further details of Just Kush are below.

On January 22, 2018, the Company closed a non-brokered private placement and issued 5,000,000 units at a price of $0.40 per unit for gross proceeds of $2,000,000. Each unit consists of one common share in the capital of the Company and one-half of one share purchase warrant. Each whole warrant is exercisable by the holder to acquire one additional common share of the Company for a period of two years from issuance at an exercise price of $0.60. The Company paid finder's fees of $206,250 and issued 259,485 finder's units with a fair value of $103,794. Each finder's unit is comprised of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable into one common share for a period of two years from issuance at a price of $0.60.

On April 5, 2018, the Company issued 117,198 units to settle $46,879 of debt to an unrelated party. Each unit consists of one common share of the Company and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.60 per share for a period of two years from issuance.

During the year ended December 31, 2018, the Company issued 9,939,677 common shares of the Company for gross proceeds of $904,168 on the exercise of 9,939,677 share purchase warrants. The Company also issued 2,413,225 common shares of the Company for gross proceeds of $356,688 on the exercise of 2,413,225 stock options.

During the six months ended June 30, 2019, the Company issued 660,000 common shares of the Company for gross proceeds of $91,000 on the exercise of 660,000 stock options.

Subsequent to June 30, 2019, the Company received $59,000 on the exercise of 590,000 stock options.

Cannabis Industry

During the year ended December 31, 2014, the Company began evaluating business opportunities outside of the mineral exploration sector, primarily within the cannabis sector. To that end, the Company has engaged a consultant, Mr. Doug Macdonell, to assist the Company with evaluating potential targets with a view to identifying a suitable opportunity with the potential to generate value for shareholders.

Mr. Macdonell is a recognized expert in the field of cannabis and its cultivation, having trained RCMP officers and municipal police in Vancouver and Edmonton in this field for the purposes of law enforcement. In addition, Mr. Macdonell has given lectures on the topic to various government agencies including the Department of Justice in Canada and the United States Drug Enforcement Administration. He has also served as an expert witness in cannabis, its production and its distribution at all levels of the Canadian court system.

During the year ended December 31, 2015, the Company advanced $107,500 to North Road in order to further its ACMPR license application. The amount advanced was without interest. If North Road submitted a ACMPR license application by June 30, 2016, based on the ACMPR rules in place when the letter of intent with North Road was signed on July 21, 2015, the amount advanced would be forgiven. If the ACMPR license application was not submitted by June 30, 2016, then the amount advanced would be repaid to the Company by July 20, 2016. All expenses directly or indirectly incurred by North Road in relation to preparing the ACMPR license application would be forgiven. During the year ended December 31, 2016, the ACMPR license application was submitted by North Road and the Company forgave repayment of the advance. As of the date of this MD&A, North Road is in the Security Clearance phase of the license application process.

On April 28, 2016, as amended July 4, 2016 and September 9, 2016, the Company entered into an agreement to purchase all of the shares of North Road. As consideration for the purchase, the Company issued 12,000,000 common shares to the shareholders of North Road upon approval of the transaction by the Exchange. The common shares were valued at $660,000 based on the market price of the shares at the date of issuance. In relation to this transaction, the Company paid a finder's fee of 1,200,000 common shares, which were valued at $66,000.

Under the terms of the agreement, as the ACMPR license application progresses the Company will pay to the shareholders cash or the equivalent dollar value of common shares of the Company as follows; $150,000 upon North Road completing the "Security Clearance" phase; $350,000 upon North Road completing the "Pre-license Inspection" phase; and $1,000,000 upon North Road receiving an approved ACMPR license.

The closing of the definitive agreement constituted a change of business for the Company and was approved by the Exchange on October 19, 2016.

On May 26, 2017, Health Canada introduced several improvements to its medical cannabis program that aim to streamline the application process for issuing production licenses and enable increased production under the Access to Cannabis for Medical Purposes Regulations (ACMPR). As a result of these improvements, the Company will need to amend its agreement with North Road to reflect Health Canada's revised application process. As of the date of this MD&A, the terms of the agreement have not been amended.

The Company cautions investors that: (i) neither it, nor North Road, are licensed producers under the ACMPR; (ii) the licensing requirements mandated by Health Canada are stringent and must be complied with before any license is granted by Health Canada under the ACMPR, including a site inspection of facilities by Health Canada and other requirements, as further described on Health Canada's website at http://www.hc-sc.gc.ca/dhp-mps/marihuana/index-eng.php.

On March 1, 2017, the Company entered into an agreement to acquire up to four proprietary cannabidiol ("CBD") formulations from Esev R&D LLC ("Esev"), a private corporation based in New York, USA.

The agreement has an initial term of three years, with an option to extend for one additional year. Under the terms of the agreement, the Company must pay $40,000 USD for each CBD formulation, with a $10,000 USD deposit (paid) and $30,000 USD based on milestones. Esev shall retain a 5% royalty on the gross sales received for each successfully commercialized CBD formulation for a period of six years.

In August 2018, the Company's first CBD research trial on pain medication for dogs was completed. Results from the ESEV-managed, randomized, placebo-controlled clinical trial were positive.

On December 6, 2017, the Company signed an agreement to acquire shares of Just Kush Enterprises Ltd. ("Just Kush"), a cannabis company with a pending ACMPR license.

The capital of Just Kush consists of 100 Class A voting shares and 100 Class B common shares. Liberty has purchased 45 Class A Voting Shares and 24 Class B Common Shares of Just Kush Enterprises Ltd ("Just Kush"), a private BC company in the final stages of obtaining an Access to Cannabis for Medical Purposes Regulations (ACMPR) license.

The Company paid $150,000 and issued 3,000,000 common shares of the Company upon execution of the agreement in exchange for 45 class A shares and 24 class B shares representing a 34.5% interest in Just Kush. An additional 36 class B shares purchased by Liberty will be released to the Company according to the milestones below. In relation to this transaction, the Company paid a finder's fee of 1,000,000 common shares, which were valued at $420,000. The Company issued a further 3,000,000 common shares on January 15, 2018 to be held in escrow and to be released upon the following milestones:

> i. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush passed the Security Clearance pursuant to the ACMPR application, the Company shall issue 1,000,000 Liberty Shares to Just Kush in exchange for 12 Class B Shares of Just Kush from the Vendor.
>
> ii. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush received its License to Produce pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

iii. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush completed its Introduction Inspection pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

iv. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush completed its Pre-Sales Inspection pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

v. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush received its License to Sell, pursuant to the ACMPR application, the Company shall pay $600,000 CDN to the Vendor, and issue 500,000 Liberty Shares to Just Kush, payable in cash and/or issuance of Liberty Shares (based on a 20-day VWAP at the option of Company), in exchange for 6 Class B Shares of Just Kush from the Vendor.

According to the terms of the agreement to purchase shares of Just Kush, the Company has agreed to pay all property taxes associated with the ACMPR application, all costs associated with furthering the ACMPR application process and upon commencement of the Buildout pursuant to the ACMPR application, a minimum of $2,500 per month in rent to Just Kush for a term not to exceed six months.

During the year ended December 31, 2018, the Company advanced $964,839 to Just Kush to invest into the Just Kush cultivation production facility, situated on 13 acres in the Okanagan Valley of BC. The production facility buildout includes state-of-the-art security and aeroponic grow systems. These advances were included as due from associate. During the six months ended June 30, 2019 the Company advanced $295,406 to Just Kush to invest into the Just Kush cultivation production facility.

On April 1, 2019 Just Kush received from the Cannabis Licensing Division of Health Canada, its Confirmation of Readiness Notice in regards to its application for Standard Cultivation, Standard Processing, and Sale for Medical Purposes Licenses under the *Cannabis Act* and Regulations.

The Company cautions investors that: (i) neither it, nor Just Kush, are licensed producers under the ACMPR; (ii) the licensing requirements mandated by Health Canada are stringent and must be complied with before any license is granted by Health Canada under the ACMPR, including a site inspection of facilities by Health Canada and other requirements, as further described on Health Canada's website at **https://www.canada.ca/en/health-canada/topics/cannabis-for-medical-purposes.html**

On December 9, 2017, the Company entered into an agreement for services to be provided by BLOX Labs Inc. ("Blox"), a blockchain technology company in Ontario. Under the terms of the agreement, Blox will develop on behalf of the Company a blockchain based software application to track and monitor the sale and distribution of cannabis and marijuana products, from cultivator to end consumer. Blox has commenced the initial Phase 1 development of "cannaBLOX", a Blockchain-based smart contract supply chain management platform for the legalized cannabis industry.

In accordance with the agreement the Company paid Blox $50,000 for the initial phase of technological development. The Company also agreed to purchase a minimum of $50,000 in securities of the capital of Blox (equity investment) when Blox undertook its next equity financing. In June 2018, the Company purchased 666,667 common shares of Blox at a price of $0.075 per share. This investment is included in short term investments. Common shares of Blox underwent a three for one stock split on June 28, 2018. As at June 30, 2019, these 2,000,001 shares were valued at $0.01 per share for a market value of $20,000, with a corresponding loss recognized during the period of $60,000.

Pursuant to a news release dated August 26, 2019, Blox has obtained conditional approval from the Canadian Securities Exchange for the listing of the common shares that will result from the reverse takeover of Blox by Best Cannabis Products Inc. The resulting issuer will change its name to Sire Bioscience Inc. ("Sire") upon completion of the reverse takeover. It is expected that the listing of Sire's shares on the CSE will occur in September 2019 and those shares will trade under the ticker symbol "SIRE".

On April 8, 2019 the Company launched its Signature Cannabis Retail e-commerce website, an online shopping experience offering quality cannabis accessories to consumers. Signature Cannabis Retail is a wholly owned subsidiary of the Company.

RESULTS OF OPERATIONS

For the six months ended June 30, 2019

During the six months ended June 30, 2019, the Company reported a net loss of $803,664 compared to the six months ended June 30, 2018 of $2,268,015. The Company's net loss included expenditures as follows:

- Accounting, legal and audit fees of $62,167 (2018 - $60,537) remained relatively consistent with the prior period;
- Consulting fees of $335,631 (2018 - $366,475) decreased due to additional consultants engaged for work in the cannabis industry in 2018;
- Management fees of $89,000 (2018 - $87,000) were paid or accrued to the CEO and CFO and remained relatively consistent with the prior period;
- Office and general of $42,835 (2018 - $79,581) decreased due to timing of expenditures;
- Rent of $12,500 (2018 - $71,120) decreased due to timing of expenditures;
- Share-based payments of $83,509 (2018 - $1,515,682) decreased due to more options granted in 2018 than in 2019;
- Shareholder communications and investor relations of $33,938 (2018 - $112,650) decreased in 2019 due to increased promotional activity in 2018;
- Research and development costs of $nil (2018 - $18,762) decreased due to timing of CBD research costs;
- Transfer agent and filing fees of $31,542 (2018 - $29,213) remained relatively consistent with the prior period;
- Equity loss from associate of $59,643 (2018 - $nil) pertained to the Company's share of the loss recorded by Just Kush for the same period; and
- Loss on short term investments of $60,000 (2018 – ($73,812 gain)) pertained to a decrease in the value of Blox shares. The gain incurred in 2018 pertained to an increase in value of shares received from the divestiture of the Axe property in 2016.

For the three months ended June 30, 2019

During the three months ended June 30, 2019, the Company reported a net loss of $470,525 compared to the three months ended June 30, 2018 of $194,677. The Company's net loss included expenditures as follows:

- Accounting, legal and audit fees of $39,011 (2018 - $20,157) increased due to additional legal services engaged in 2019;
- Consulting fees of $219,606 (2018 - $71,000) increased due to expenditures incurred pursuing a joint venture arrangement in Greece;

- Management fees of $45,500 (2018 - $43,500) were paid or accrued to the CEO and CFO and remained relatively consistent with the prior period;
- Office and general of $17,259 (2018 - $26,186) decreased due to timing of expenditures;
- Rent of $5,000 (2017 - $7,500) decreased due to timing of expenditures;
- Share-based payments of $nil (2018 - $13,867) decreased due to more options granted in 2018 than in 2019;
- Shareholder communications and investor relations of $17,662 (2018 - $36,093) decreased in 2019 due to increased promotional activity in 2018;
- Research and development costs of $nil (2018 - $18,762) decreased due to timing of CBD research costs;
- Transfer agent and filing fees of $15,038 (2018 - $11,342) remained relatively consistent with the prior period;
- Equity loss from associate of $59,643 (2018 - $nil) pertained to the Company's share of the loss recorded by Just Kush for the same period; and
- Loss on short-term investments of $80,000 (2018 – ($53,257 gain)) pertained to a decrease in the value of Blox shares. The gain incurred in 2018 pertained to an increase in value of shares received from the divestiture of the Axe property in 2016.

SUMMARY OF QUARTERLY FINANCIAL RESULTS ($000's except loss per share)

The following are the results for the eight most recent quarterly periods, starting with the quarter ended June 30, 2019:

For the Quarterly Periods ended:		June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Total revenues	$	-	-	-	-
Net loss for the period		(471)	(333)	(550)	(755)
Net loss per common share, basic and diluted		(0.00)	(0.00)	(0.00)	(0.01)

For the Quarterly Periods ended:		June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Total revenues	$	-	-	-	-
Net loss for the period		(195)	(2,073)	(797)	(468)
Net loss per common share, basic and diluted		(0.00)	(0.02)	(0.01)	(0.01)

SELECTED ANNUAL INFORMATION

	December 31, 2018	December 31, 2017	December 31, 2016
Total Revenues	$ -	-	-
Net Loss	3,573,099	1,865,943	2,075,266
Net Loss per Share, basic and diluted	0.03	0.02	0.04
Total Assets	7,550,696	3,224,887	729,944

Total Liabilities	308,954	159,165	76,500

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2019, the Company had cash of $177,514 and working capital of $986,933 as compared to December 31, 2018 when the Company had cash of $402,393 and working capital of $1,846,950.

To address working capital requirements for 2019, the Company has maintained cost control measures to minimize its general and administrative expenses where possible. During the six months ended June 30, 2019, the Company raised gross proceeds of $91,000 through option exercises. See General and Financing for a summary of capital transactions.

For fiscal 2019, the Company may pursue additional financing to advance the ACMPR license process in its North Road and Just Kush subsidiaries, proceed further with its agreements with ESEV and Blox, pay general and administrative expenses and to seek out additional opportunities in the cannabis industry to create shareholder value.

OUTSTANDING SHARES

The following table sets forth information concerning the outstanding securities of the Company:

	August 29, 2019	June 30, 2019	December 31, 2018
Common shares	128,526,132	127,936,132	127,276,132
Stock Options	2,688,342	2,688,342	3,304,342
Warrants	10,400,000	8,415,000	7,750,000
Fully Diluted Shares	141,614,474	139,039,474	138,330,474

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the condensed consolidated interim statements of comprehensive loss for the six months ended June 30, 2019 and 2018:

	2019	2018
Consulting fees	$ 10,000	$ 9,000
Management fees	$ 89,000	$ 87,000
Accounting fees	$ 9,575	$ 4,000
Shareholder communications	$ 24,000	$ 25,000
Share-based payments	$ -	$ 675,989

These transactions were in the normal course of operations. During the six months ended June 30, 2019 the Company engaged William Rascan, Chief Executive Officer ("CEO"), to provide management services to the Company in consideration of $75,000 (2018 - $75,000). The Company engaged Jamie Robinson, Chief Financial Officer ("CFO"), to provide management services in consideration of $14,000 (2018 - $12,000) and separately paid $9,575 for accounting services during the period ended June 30, 2019 (2018 - $4,000). The Company retained director Steven Feldman to provide shareholder communication services, in consideration of $24,000 (2018 - $25,000). In consideration of consulting services provided by director Doug Macdonell, the Company paid $10,000 (2018 – $9,000). Incentive stock options were granted to key management during the six months ended June 30, 2019 with a fair value of $nil (2018 - $675,989) estimated using the Black Scholes option pricing model.

As at June 30, 2019, accounts payable and accrued liabilities included $4,775 (December 31, 2018 - $19,375) due to officers and directors or companies controlled by officers and directors and former directors and officers. The amounts due are non-interest-bearing, unsecured and without stated terms of repayment.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has not entered into any proposed transactions other than as disclosed under Cannabis industry above.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

- Cash is classified as financial asset at FVTPL;
- Short-term investments as financial assets carried at FVTPL and are initially recorded at fair value and transaction costs are expensed in profit or loss;
- Equity instruments that are held for trading are classified as FVTPL; and
- Accounts payable and accrued liabilities are classified as other financial liabilities and carried on the balance sheet at amortized cost.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's financial assets and liabilities are measured at fair value by level with the fair value hierarchy described above. Assets and liabilities are classified entirely based on the lowest level of input that is significant to the fair value measurement.

The fair values of the Company's cash and accounts payable and accrued liabilities approximates the carrying amounts due to the short-term nature of these instruments.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities is as follows:

- Treatment of license costs

  License costs are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 Intangible Assets are met. Those criteria require that the product is technically and economically feasible, which management assesses based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any license costs as at June 30, 2019.

- Asset acquisitions

  Management had to apply judgment relating to its acquisition of interests in other entities with respect to whether each acquisition was a business combination or an asset acquisition. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of the acquisition in order to reach a conclusion.

- Going Concern

  The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenses, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

The key estimates applied in the preparation of the consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- The inputs used in assessing the recoverability of deferred tax assets;
- Assumptions used as inputs to calculate share-based payments; and
- Fair value of equity issuances for non-cash consideration.

Actual results could differ from those estimates. Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the consolidated financial statements, as appropriate.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in MI 52-109.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited financial statements for the year ended December 31, 2018.

RISKS AND UNCERTAINTIES

The Company believes that the following risks and uncertainties may materially affect its success.

License Under the ACMPR

The Company has submitted an application for a license under the ACMPR through each of its subsidiaries, North Road and Just Kush. A license is required to grow and sell medical marijuana in Canada. Although the Company believes that it can meet the requirements of the ACMPR necessary to obtain a license, there can be no assurance that Health Canada will grant a license to North Road or Just Kush. Should Health Canada not grant a license, the business, financial condition and operating results of the Company would be materially adversely affected.

Should North Road or Just Kush obtain a license, it will be subject to ongoing compliance and reporting requirements. Failure to comply with the requirements and terms of the licenses, including renewals, would have a material adverse impact on the business, financial condition and operating results of the Company

Regulatory Risks

As a Company in the cannabis industry, the activities of the Company are subject to regulation by governmental authorities in Canada. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary. In all cases, plans moving forward and all opportunities are subject to all necessary governmental and municipal approvals being granted. This applies to both the Company and any companies in which it has investments. The Company cannot predict the time required to secure all appropriate regulatory approvals, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals could have a material adverse effect on the Company's business, results of operations and financial condition.

Change in Laws, Regulations and Guidelines

The Company's business is subject to particular laws, regulations, and guidelines. The Company intends to comply with all laws and regulations, but there is no guarantee that the governing laws and regulations will not change which will be outside of the Company's control.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Various factors will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those plans that can be funded through cash flows generated from its existing operations, which at this time are nil.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the ACMPR license application is successful, additional funds will be required to build-out an approved facility. Also, any other investment opportunities pursued by the Company may require additional financing. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Competition

There is competition within the cannabis industry for investments and products considered to have commercial potential. The Company will compete with other cannabis companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the growth of cannabis and development of cannabis products, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

The Company may become subject to liability for risks against which it cannot insure. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of the ACMPR license application; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in prices and demand for cannabis and related products; our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of plant, equipment or processes to operate as anticipated; regulatory and legal issues; or other risks of the cannabis industry; delays in obtaining government approvals or financing or incompletion of development activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Detailed listings of general and administrative expenses and exploration expenditures are provided in the condensed consolidated interim financial statements of the Company for the six months ended June 30, 2019.

OFFICERS AND DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current directors and officers of the Company are as follows:

William Rascan, President and Director
Jamie Robinson, CFO
Steven Feldman, Director
Doug Macdonell, Director

OUTLOOK

The Company's primary focus for the foreseeable future will be obtaining an ACMPR license in its North Road and Just Kush subsidiaries and to proceed further with its agreements with ESEV and Blox. The Company will also continue to evaluate additional investment opportunities in the cannabis sector.

OTHER REQUIREMENTS

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at www.sedar.com.