



RMMI CORP.

Canadian Securities Exchange

Form 2A

Listing Statement

September 18, 2018

Note to Reader:

This Listing Statement contains the amended and restated final long form preliminary prospectus of RMMI Corp. (the “**Issuer**” or the “Corporation”) dated June 26, 2018 (the “**Prospectus**”). Certain sections of the Canadian Securities Exchange (“**CSE**”) form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer, as required by the CSE. Capitalized terms not otherwise defined herein have the meaning ascribed thereto in the Prospectus.

TABLE OF CONTENTS

1. Table of Concordance
2. Schedule A: Amended and Restated Final Long Form Prospectus dated June 26, 2018
3. Schedule B: Certificate of the Issuer

RMMI CORP. INC.

CSE Form 2A Listing Statement

1. Table of Concordance

Information Required by Form 2A Listing Statement	Corresponding Item(s) in the Prospectus	Prospectus Page No.
1. Table of Contents	Table of Contents	v
2. Corporate Structure	Corporate Structure	13
3. General Development of the Business	General Development and Business of the Corporation	14
4. Narrative Description of the Business	Description of the Business of the Corporation	9
5. Selected Consolidated Financial Information	Selected Financial Information	32
6. Management's Discussion and Analysis	Management's Discussion and Analysis	33/FS-2
7. Market for Securities	Introduction	(i)
8. Consolidated Capitalization	Consolidated Capitalization	34
9. Option to Purchase Securities	Option and other rights to Purchase Common Securities	35
10. Description of the Securities	Description of Securities and Share Capital	34
11. Escrowed Securities	Escrowed Securities and Securities subject to contractual restriction on transfer	39
12. Principal Shareholders	Principal Shareholders	40
13. Directors and Officers	Directors and Executive Officers	40
14. Capitalization	Consolidated Capitalization	34
15. Executive Compensation	Executive Compensation	47
16. Indebtedness of Directors and Executive Officers	Indebtedness of Directors and Executive Officers	54
17. Risk Factors	Risk Factors	61
18. Promoters	Promotor	72
19. Legal Proceedings	Legal Proceedings and Regulatory Activity	73
20. Interest of Management and Others in Material Transactions	Interest of Management and Others in Material Transactions	73
21. Auditors, Transfer Agents and Registrars	Auditors, Transfer Agent and Registrar	73
22. Material Contracts	Material Contracts	74
23. Interest of Experts	Experts	73
24. Other Material Facts	Interest of Management and Others in Material Transactions Interest of Experts	73
25. Financial Statements	Financial Statements	FS-1
26. Certificate of the Issuer	Certificate of RMMI Corp.	

2. Schedule A: Amended and Restated Final Prospectus of the Issuer dated June 26, 2018

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amended and restated prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any applicable state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States in the absence of an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This amended and restated prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

AMENDED AND RESTATED PROSPECTUS
(amending and restating the prospectus dated June 22, 2018)

INITIAL PUBLIC OFFERING

June 26, 2018



Minimum Offering: \$4,250,000
(1,700,000 Common Shares)

Maximum Offering: \$8,750,000
(3,500,000 Common Shares)

RMMI Corp. (“**RMMI**” or the “**Corporation**”) is an Alberta based company that will focus on the cultivation, production and sale of medical marijuana in various forms, including dried marijuana and cannabis oil. RMMI is in its early stages of development and has yet to obtain the requisite licence to commence operations. The commencement of RMMI’s operations solely depends on Health Canada granting Rocky Mountain Marijuana Inc. (“**RM**”), the Corporation’s wholly-owned subsidiary, a Licence to Produce (as defined herein). In, September 2017, RM submitted an application to Health Canada to become a Licensed Producer. As of the date of this amended and restated prospectus (the “**prospectus**”), RM’s application to Health Canada is still under review and it is yet to receive a Licence to Produce from Health Canada. While RMMI expects RM to receive a Licence to Produce in the future, there is no guarantee that such licence will be granted, nor can RMMI predict the timing of the grant of such licence by Health Canada. See “*Glossary*”, “*Cautionary Statements Regarding Forward-Looking Statements*”, “*General Development and Business of the Corporation*” and “*Risk Factors*”.

The offering consists of an initial public offering of a minimum of 1,700,000 Common Shares (the “**Offered Shares**”) at a price of \$2.50 per Offered Share for gross proceeds of \$4,250,000 (the “**Minimum Offering**”) and a maximum of 3,500,000 Offered Shares at a price of \$2.50 per Offered Share for gross proceeds of \$8,750,000 (the “**Maximum Offering**”), and is subject to the exercise of the Over-Allotment Option (as defined herein) (the Minimum Offering and the Maximum Offering, collectively, the “**Offering**”). The total number of Offered Shares issuable under the Minimum Offering and the Maximum Offering includes the Offered Shares sold by the Agents (as defined below) to certain purchasers designated by the Corporation on the president’s list (the “**President’s List**”). The Corporation will use the net proceeds from the Offering as described in this prospectus. See “*Use of Proceeds*”.

The Offered Shares will be sold by Canaccord Genuity Corp. (the “**Lead Agent**”) and Haywood Securities Inc. (collectively with the Lead Agent, the “**Agents**”) on a commercially reasonable efforts basis pursuant to an agency agreement between the Corporation and the Agents dated June 22, 2018 (the “**Agency Agreement**”).

Price: \$2.50 per Offered Share

	Price to the Public	Agents' Fee ⁽¹⁾⁽²⁾	Net Proceeds to the Corporation ⁽³⁾
Per Offered Share	\$2.50	\$0.225	\$2.275
Minimum Offering ⁽⁴⁾	\$4,250,000	\$382,500	\$3,867,500
Maximum Offering	\$8,750,000	\$750,000	\$8,000,000

Notes:

- (1) Pursuant to the Agency Agreement, the Corporation has agreed to pay to the Agents a commission (the “**Agents' Fee**”) equal to 8% of the gross proceeds of the Offering, including the proceeds raised under the Over-Allotment Option, if applicable. The Agents' Fee is subject to a reduced fee of 4% for Offered Shares sold by the Agents on the President's List. The Agents' Fee is payable in cash or Common Shares issued at the Offering Price, or any combination of cash or Common Shares at the option of the Agents. Common Shares issuable at the option of the Agents representing the Agents' Fee are referred to herein as the “**Agents' Fee Shares**” and the option granted to the Agents to receive Agents' Fee Shares is referred to herein as the “**Agents' Fee Option**”. Also, the Lead Agent was granted a corporate finance fee (the “**Corporate Finance Fee**”) equal to 1% of the gross proceeds of the Offering, including the proceeds raised under the Over-Allotment Option, if applicable, up to a maximum of \$50,000. In addition to the Corporate Finance Fee, the Agents, and certain registrants comprising the selling group, are also entitled to that number of purchase warrants (the “**Agents Warrants**”) equal to 8% of the Offered Shares sold under the Offering, including the Offered Shares sold under the Over-Allotment Option, if applicable, and excluding Offered Shares sold to the President's List purchasers. Regardless of the Minimum Offering or the Maximum Offering, for President's List purchasers, the Corporation will grant the Agents and certain registrants comprising the selling group, up to a maximum of 16,000 Agents Warrants which will represent 4% of the Offered Shares issuable to the President's List purchasers. Each Agents' Warrant is exercisable to purchase one Common Share (each an “**Agents' Warrant Share**”) at a price of \$2.50 at any time prior to the date that is twenty-four months from the Closing Date. See “*Plan of Distribution*”.
- (2) The Corporation has granted to the Agents an option (the “**Over-Allotment Option**”), exercisable in whole or in part, at the sole discretion of the Agents, to offer up to an additional 255,000 Offered Shares under the Minimum Offering and 525,000 Offered Shares under the Maximum Offering, representing, in the aggregate, 15% of the number of Offered Shares sold under the Offering, at the Offering Price to cover over-allocations, if any and for market stabilization purposes. The Over-Allotment Option is exercisable in whole or in part, at any time, for up to 60 days on or after the Closing Date. If the Over-Allotment Option is exercised in full, the “Price to the Public”, “Agents' Fee” and “Net Proceeds to the Corporation”, as part of the Minimum Offering, will be \$4,887,500, \$439,875 and \$4,447,625 respectively and the “Price to the Public”, “Agents' Fee” and “Net Proceeds to the Corporation”, as part of the Maximum Offering, will be \$10,062,500, \$855,000 and \$9,207,500 respectively. This prospectus qualifies the distribution of the Over-Allotment Option and the insurance of the Offered Shares upon exercise, if any, of the Over-Allotment Option. A purchaser who acquires Offered Shares forming part of the Agents' over-allocation position acquires those securities under this prospectus, regardless of whether the Agents' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “*Plan of Distribution*”.
- (3) The Corporation has agreed to reimburse the Agents for all costs and expenses incurred in connection with the Offering, including the reasonable legal fees and disbursements of Agents' legal counsel, whether or not the Offering is completed. Before deducting the expenses of the Offering which is estimated to be approximately \$400,000, plus applicable taxes and disbursements, but after deducting the Agents Fee and the Corporate Finance Fee and before the exercise of the Over-Allotment Option.
- (4) There will be no Closing unless subscriptions for the Minimum Offering are received.
- (5) This prospectus qualifies the distribution of the Agents' Fee Shares (if any), the Agents Warrants and the Agents' Warrant Shares issuable upon the exercise thereof. Under Applicable Securities Laws, RMMI may only qualify securities issued or paid as compensation to the Agents in respect of the Offering in an amount up to 10% of the Offering (on an as-if-converted basis). As such, the total number of Agents' Warrant Shares and the Agents' Fee Shares (if any) in the amount of 2% (or such other amount equal to the difference between 10% of the Offering and the number of Agents' Warrant Shares) are qualified by this prospectus and in no event will more than 10% of the securities issued or paid as compensation to the Agents pursuant to the Offering be qualified.

The following table sets out the aggregate number of Offered Shares that may be sold by the Corporation to the Agents pursuant to the exercise of the Over-Allotment Option:

	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	525,000 Offered Shares	Up to 60 days from and including the Closing Date	\$2.50 per Offered Share

The following table sets out the number of compensation securities that were issued by the Corporation to the Agents:

Agents' Positions	Number of Additional Securities assuming Maximum Offering⁽¹⁾⁽²⁾	Exercise Period	Exercise Price
Agents Warrants	280,000 Agents' Warrant Shares	On or before 24 months from the Closing Date	\$2.50 per Offered Share
Agents' Fee Option	280,000 Agents' Fee Shares	On Closing	\$2.50 per Offered Share

Notes:

- (1) Agents Warrants represent 8% of the Offered Shares sold under the Offering, and assuming no Offered Shares were sold to President's List purchasers. Assumes payment of the entire amount of the Agents' Fee in Agents' Fee Shares.
- (2) This prospectus qualifies the distribution of the Agents' Fee Shares (if any) and the Agents' Warrant Shares issuable upon the exercise of the Agents Warrants. Under Applicable Securities Laws, RMMI may only qualify securities issued or paid as compensation to the Agents in respect of the Offering in an amount up to 10% of the Offering (on an as-if-converted basis). As such, the total number of Agents' Warrant Shares and the Agents' Fee Shares (if any) in the amount of 2% (or such other amount equal to the difference between 10% of the Offering and the number of Agents' Warrant Shares) are qualified by this prospectus and in no event will more than 10% of securities issued or paid as compensation to the Agents pursuant to the Offering be qualified. See "*Plan of Distributions*".

There is no market through which the Offered Shares may be sold and purchasers may not be able to resell Offered Shares purchased under this prospectus. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Offered Shares and the extent of issuer regulation. An investment in the Offered Shares is speculative and subject to a number of risks that should be considered by a prospective purchaser. Prospective purchasers of Offered Shares should carefully consider the risks described under "*Risk Factors*" and "*Cautionary Statements Regarding Forward-Looking Statements*" before purchasing the Offered Shares. The closing of the Offering is subject to listing the Offered Shares on the CSE.

As of the date of this prospectus, RMMI does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS Markets operated by PLUS Markets Group plc).

The CSE has conditionally approved the listing of the Common Shares under the symbol "RMMI". Listing of the Common Shares is subject to the Corporation fulfilling all the requirements of the CSE including meeting the CSE listing requirements. There is no guarantee that the CSE will provide approval for the listing of the Common Shares.

The Offering is not underwritten or guaranteed by any person or agent. The Agents will conditionally offer the Offered Shares on a commercially reasonable efforts basis as and when issued by the Corporation and accepted by the Agents in accordance with the terms and conditions contained in the Agency Agreement, and subject to the approval of certain legal matters on behalf of the Corporation by Nerland Lindsey LLP, and on behalf of Agents, by DLA Piper (Canada) LLP. In connection with the Offering, the Agents may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. These transactions may be commenced, interrupted or discontinued at any time. See "*Plan of Distribution*".

The completion of the Offering is subject to the Minimum Offering, and the Offering will remain open for 90 days after receipt of this prospectus. If subscriptions are not received aggregating the Minimum Offering, the Offering will not be completed, and all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agents. See "*Plan of Distribution*".

Other than in certain limited circumstances, it is anticipated that the Offered Shares will be delivered electronically through the non-certificated inventory system of CDS Clearing and Depository Services Inc. ("**CDS**"). On the closing of the Offering, which is expected to occur on or about July 13, 2018, or on such earlier or later date as the Corporation and the Agents may agree (the "**Closing Date**"), the Corporation, via its transfer agent, will electronically deliver the Offered Shares registered to CDS or its nominee. See "*Plan of Distribution*".

The Corporation is neither a “connected issuer” nor a “related issuer” of the Agents as defined in National Instrument 33-105 – *Underwriting Conflicts*.

An investment in the Corporation and the purchase of Offered Shares is highly speculative due to various factors, including the nature and stage of development of the business of the Corporation and the current state of the regulatory environment of cannabis legalization in Canada. An investment in the Offered Shares should only be made by persons who can afford the total loss of their investment. See “*General Development and Business of the Corporation*”, “*Industry and Regulatory Overview*” and “*Risk Factors*”.

**Lead Agent:
Canaccord Genuity Corp.
2400, 520 – 3rd Avenue SW, Calgary, AB T2P 0R3
Phone: (403) 508-3841 Fax: (403) 508-3866**

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS.....	1	PLAN OF DISTRIBUTION.....	58
CAUTIONARY STATEMENTS REGARDING		ELIGIBILITY FOR INVESTMENT.....	61
FORWARD-LOOKING STATEMENTS.....	2	RISK FACTORS	61
GLOSSARY	5	PROMOTER	72
PROSPECTUS SUMMARY	9	LEGAL PROCEEDINGS AND REGULATORY	
CORPORATE STRUCTURE	13	ACTIONS.....	73
GENERAL DEVELOPMENT AND BUSINESS OF		INTEREST OF MANAGEMENT AND OTHERS IN	
THE CORPORATION.....	14	MATERIAL TRANSACTIONS	73
INDUSTRY AND REGULATORY OVERVIEW .	19	INTERESTS OF EXPERTS.....	73
USE OF PROCEEDS	29	AUDITOR, TRANSFER AGENT AND	
BUSINESS OBJECTIVES AND MILESTONES...	30	REGISTRAR	73
DIVIDEND POLICY	32	RELATIONSHIP BETWEEN THE	
SELECTED FINANCIAL INFORMATION	32	CORPORATION AND THE AGENTS.....	74
MANAGEMENT’S DISCUSSION AND		MATERIAL CONTRACTS	74
ANALYSIS	33	PURCHASER'S STATUTORY RIGHTS OF	
DESCRIPTION OF THE SECURITIES		WITHDRAWAL AND RECISSION	74
DISTRIBUTED AND SHARE CAPITAL.....	34	APPENDIX “FS-1” RM FINANCIAL	
CONSOLIDATED CAPITALIZATION	34	STATEMENTS	FS-1
OPTION AND OTHER RIGHTS TO PURCHASE		APPENDIX “FS-2”RM MANAGEMENT'S	
SECURITIES	35	DISCUSSION AND ANALYSIS.....	FS-2
PRIOR SALES	36	APPENDIX “B” MANDATE OF THE BOARD OF	
ESCROWED SECURITIES AND SECURITIES		DIRECTORS	B-1
SUBJECT TO CONTRACTUAL RESTRICTION		APPENDIX “C” AUDIT COMMITTEE	
ON TRANSFER.....	39	CHARTER.....	C-1
PRINCIPAL SHAREHOLDERS	40	APPENDIX “D” COMPENSATION AND	
DIRECTORS AND EXECUTIVE OFFICERS.....	40	GOVERNANCE CHARTER	D-1
EXECUTIVE COMPENSATION.....	47	CERTIFICATE OF THE CORPORATION	
INDEBTEDNESS OF DIRECTORS AND		CERTIFICATE OF THE AGENTS	
OFFICERS	54	CERTIFICATE OF THE PROMOTER	
AUDIT COMMITTEE	54		
CORPORATE GOVERNANCE.....	55		

ABOUT THIS PROSPECTUS

General Advisory

Prospective purchasers of Offered Shares should read this entire prospectus and consult their professional advisors to assess the income tax, legal, risks and other aspects of its investment in the Offered Shares.

A prospective purchaser of Offered Shares should rely only on the information contained in this prospectus. The Corporation, the Promoter and the Agents have not authorized anyone to provide prospective purchasers of Offered Shares with additional or different information. If anyone provides a prospective purchaser with additional or different or inconsistent information, including statements in media articles about the Corporation, the purchaser should not rely on it. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of the Offered Shares. Our business, financial condition, results of operations and prospects may have changed since the date of this prospectus.

Prospective purchasers of Offered Shares are urged to read the information under the headings “*Cautionary Statements Regarding Forward-Looking Statements*” and “*Risk Factors*” appearing elsewhere in this prospectus.

Neither the Corporation nor the Agents are making an offer to sell these securities in any jurisdictions where the offer or sale is not permitted. Prospective purchasers of Offered Shares are required to inform themselves about and to observe any restrictions relating to the Offering and the distribution of the Offered Shares under this prospectus.

Interpretation

Certain terms used in this prospectus are defined under “*Glossary*”. Unless the context otherwise requires, all references in this prospectus to “RMMI”, the “Corporation”, “we”, “us” and “our” or other similar terms refer to RMMI Corp. Unless otherwise indicated, all information in this prospectus assumes that the Over-Allotment Option will not be exercised.

Market and Industry Data

This prospectus includes market and industry data that has been obtained from third-party sources, including industry publications. Management’s knowledge of the industry in which the Corporation operates has been developed through its experience and participation in such industry. Although management believes such information to be reliable, neither the Corporation, management nor the Agents have independently verified any of the data from third-party sources referred to in this prospectus or ascertained the underlying economic assumptions relied upon by such sources. In addition, projections, assumptions and estimates of our future performance or the future performance of the industry and markets in which we operate are subject to a high degree of uncertainty and risk due to a variety of factors, including those described under “*Cautionary Statements Regarding Forward-Looking Statements*” and “*Risk Factors*”.

Furthermore, references in this prospectus to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report, survey or article is not incorporated by reference in this prospectus.

Presentation of Financial Information and Other Information

We present the RM Financial Statements in Canadian dollars. In this prospectus, all references to “\$” are references to Canadian dollars and amounts are stated in Canadian dollars unless otherwise indicated. The RM Financial Statements have been prepared in accordance with IFRS and audited in accordance with Canadian generally accepted auditing standards. The Quarterly Financial Statements are unaudited and have been prepared in accordance with International Accounting Standards 34 Interim Financial Reporting. All other financial information of the Corporation referred to herein has not been audited and is derived from the records maintained by management of the Corporation.

Marketing Materials

A “template version” of the following “marketing materials” (each such term as defined in NI 41-101 – *General Prospectus Requirements*) for the Offering has been filed with the securities commissions in each of the provinces of British Columbia, Alberta and Ontario and are specifically incorporated by reference into this prospectus:

1. the investor presentation filed on SEDAR on June 26, 2018 (the “**Investor Presentation**”); and
2. the indicative term sheet filed on SEDAR on June 26, 2018 (the “**Term Sheet**”)

The Investor Presentation and Term Sheet referred to above are available under our profile on SEDAR at www.sedar.com.

In addition, any template version of any other marketing materials filed with the securities commissions in connection with this Offering, after the date hereof but prior to the termination of the distribution of the Offered Shares under this prospectus (including any amendments to, or an amended version of, any template version of any marketing materials), is deemed to be incorporated by reference herein. Any template version of any marketing materials utilized in connection with this Offering are not part of this prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this prospectus.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus constitute “forward-looking statements” or “forward-looking information” within the meaning of the applicable securities legislation (collectively, “**forward-looking statements**”). These statements relate to management’s expectations about future events, results of operations and the Corporation’s future performance (both operational and financial) and business prospects. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “contemplate,” “continue,” “propose,” “predict,” “plan,” “goal,” “seek,” “believe,” “project,” “forecast,” “pursue,” “potential,” “objective,” “estimate,” “expect,” “strategy,” “future,” “likely,” “might,” “may,” “shall,” “should,” “could,” “will,” “capable,” and similar references to future periods. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this prospectus should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this prospectus. In addition, this prospectus may contain forward-looking statements and forward-looking information attributed to third-party industry sources.

In particular, this prospectus contains forward-looking statements pertaining to the following:

- the Offering, the ability to complete the Offering;
- the listing of the Common Shares on the CSE and all transactions related thereto;
- the exercise of the Over-Allotment Option;
- the share capital of the Corporation following closing of the Offering;
- the gross and net proceeds of the Offering and the use of the net proceeds of the Offering;
- the grant of the Licence to Produce (if any) and the timing of the grant of such licence;
- the grant of the Licence to Sell (if any) and the timing of the grant of such licence;
- the production of industrial hemp on a test basis and the Corporation’s intention to renew its licence to produce industrial hemp;
- the proposed renovation and development of the RM Property and related timings and possible future use and development of the RM Property;
- expectations with respect to anticipated production on the RM Property;
- expectations with respect to the proposed use of the RM Property in the absence of a Licence to Produce;
- the production and sale of industrial hemp in the absence of a Licence to Produce;

- the medical benefits, safety, efficacy, dosing and social acceptance of cannabis;
- the cannabis industry (medical and recreational) as a whole and the regulatory changes and the timing for various proposed legislations and legalization process;
- aeroponics technology and its perceived benefits;
- the estimates of the market size of the industry in which the Corporation plans to operate;
- any commentary related to the legalization of adult-use, recreational cannabis and the timing related to such legalization;
- the proposed use of the brand name “Alpenglow Cannabis” for its future cannabis products;
- expected operating results, such as revenue growth and earnings;
- the Corporation’s objectives and competitive strengths and the regulatory environment in which the Corporation will operate;
- the Corporation’s ability to retain existing clients and attract new business;
- the Corporation’s intention to grow its proposed business and future services and product offerings;
- corporate governance, including committee membership and adoption of various corporate policies;
- the effect of the Offering on the consolidated capitalization of the Corporation;
- the number of Common Shares held in escrow or that are subject to contractual restrictions on transfer at closing of the Offering;
- the Corporation’s plans with respect to the payment of dividends;
- use of future earnings and other cash resources (if any);
- current or future volatility in the credit markets and future market conditions; and
- belief that the Corporation will have sufficient working capital to fund its business operations for at least 12 months following the Closing Date and its needs for additional financing.

Forward-looking statements are based on certain assumptions and analyses made by RMMI in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this prospectus, the Corporation has made various material assumptions, including but not limited to:

- obtaining the necessary regulatory approvals from Health Canada and other governmental authorities;
- that regulatory requirements will be maintained;
- general business and economic conditions;
- RMMI’s ability to successfully execute its plans and intentions;
- the availability of financing on reasonable terms;
- RMMI’s ability to attract and retain skilled staff and personnel;
- market competition;
- the products and technology offered by the Corporation’s competitors; and
- its relationships with service providers and other third parties will be maintained.

Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective purchasers of Offered Shares should not place undue reliance on these forward-looking statements. In fact, RMMI’s actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and included elsewhere in this prospectus, including:

- RMMI is a development stage company with no operating history;
- its inability to obtain licences to produce medical marijuana products in Canada;
- its inability to obtain licences to sell medical marijuana products in Canada;
- there being no assurance that the Corporation will turn a profit, or generate immediate revenues or pay dividends;
- is subject to changes to Canadian laws, regulations and guidelines;
- there being uncertainty about the Corporation’s ability to continue as a going concern;

- actual financial position and results of operations may differ materially from the expectations of the Corporation's management;
- significant ongoing costs and obligations related to RMMI's investment in infrastructure, growth, regulatory compliance and operations;
- factors hindering RMMI to realize its growth targets;
- its inability to develop its planned products;
- its inability to effectively manage its growth and operations;
- its inability to attract and retain key personnel;
- competition it currently faces and will face from other entities operating in the same industry as RMMI;
- the rapid growth and consolidation in the industry;
- the difficulty in quantifying and ascertaining the Corporation's target market;
- its inability to adequately protect the Corporation's proprietary and intellectual property rights;
- future litigation and other claims;
- future dilution to existing shareholders;
- inadequate insurance coverage;
- the nascent nature of the industry and various marketing restrictions imposed on Licensed Producers of cannabis;
- reliance on information technology systems and cyber-attacks;
- certain unforeseen circumstances that may damage RMMI's reputation;
- there being no certainty that a market will continue to develop or exist for the Offered Shares or what the market price of the Offered Shares will be;
- the additional regulatory burden resulting from a CSE public listing;
- volatility and wide fluctuations in the price of the Offered Shares;
- no anticipation of payment of dividends in the near future; and
- the other factors discussed under the heading "*Risk Factors*".

Readers are cautioned that the foregoing list of risk factors should not be construed as exhaustive. MNP LLP's independent audit report included in this prospectus refers exclusively to RMMI's historical financial statements.

The forward-looking statements included in this prospectus are expressly qualified by this cautionary statement and, except as otherwise indicated, are made as of the date of this prospectus. The Corporation does not undertake any obligation to publicly update or revise any forward-looking statements or departures from them except as required by Applicable Securities Laws.

All of the forward-looking statements contained in this prospectus are expressly qualified by the foregoing cautionary statements. Prospective purchasers should read this entire prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

GLOSSARY

In this prospectus, except as otherwise defined in the body of this prospectus, the capitalized terms set forth below have the following meanings:

“**1933 Act**” means the United States Securities Act of 1933, as amended;

“**ABCA**” means the *Business Corporations Act* (Alberta), RSA 2000, c B-9, together with any amendments thereto and where applicable, includes all regulations promulgated thereunder;

“**ACMPR**” means the *Access to Cannabis for Medical Purposes Regulations* (Canada), SO/2016-230, together with any amendments thereto and where applicable, includes all regulations promulgated thereunder, issued pursuant to the CDSA;

“**AcquisitionCo**” means 2097310 Alberta Ltd., a former wholly-owned subsidiary of RMMI incorporated solely for the purpose of entering into the Amalgamation Agreement with RMMI and RM to form Amalco;

“**Agents**” means collectively, Canaccord Genuity Corp. and Haywood Securities Inc.;

“**Agency Agreement**” means the agency agreement entered into between RMMI and the Agents dated June 22, 2018, with respect to the Offering;

“**Amalco**” means RM, the corporation continuing pursuant to the amalgamation of AcquisitionCo and RM;

“**Amalgamation Agreement**” means an amalgamation agreement dated March 8, 2018 between AcquisitionCo, RMMI and RM;

“**Amalgamation**” has the meaning ascribed thereto under “*Corporate Structure – Restructuring Transaction*”;

“**Applicable Securities Laws**” means all applicable securities laws, the respective regulations, rules and orders made thereunder, and all applicable policies and notices issued by the securities regulatory authorities in Canada;

“**Audit Committee**” means the audit committee of RMMI;

“**Award**” has the meaning ascribed thereto under “*Executive Compensation – Equity Incentive Plan*”;

“**Board of Directors**” or “**Board**” means the board of directors of RMMI;

“**Cannabis Act**” means the proposed federal legislation to be enacted pursuant to the terms set forth in Bill C-45(42-1), *An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts*;

“**cannabis oil**” has the meaning given to such term in the ACMPR;

“**cannabis**” has the meaning given to such term in the ACMPR;

“**CBD**” means cannabidiol;

“**CDS**” means CDS Clearing and Depository Services Inc.;

“**CDSA**” means the *Controlled Drugs and Substances Act* (Canada), SC 1996, c 19, together with any amendments thereto and where applicable, includes all regulations promulgated thereunder;

“**CGC**” means the Compensation and Governance Committee of RMMI;

“Closing Date” means the date of Closing of the Offering which is expected to occur on or about July 13, 2018 or such other date as may be agreed by RMMI and the Agents;

“Closing” means the closing of the Offering;

“Committees” means collectively, the Audit Committee and the CGC;

“Common Shares” means the common shares of RMMI;

“CSE” means the Canadian Securities Exchange;

“Deferred Plans” means trusts governed by an RRSP, RRIF, RESP, RDSP, TFSA (as such terms are defined herein), or a deferred profit sharing plan (as such term is defined in the Tax Act);

“dried marijuana” has the meaning given to such term in the ACMPR;

“DSU” means a deferred share unit issued pursuant to the Equity Incentive Plan;

“Escrow Agreement” means the escrow agreement to be entered into on or prior to the Closing among RMMI, the Escrow Agent and principals of RMMI;

“Equity Incentive Plan” means the equity incentive compensation plan of the Corporation to be adopted prior to the Closing of the Offering;

“IFRS” means International Financial Reporting Standards;

“IT” means hardware, software, telecommunications and other information technology;

“Lead Agent” means Canaccord Genuity Corp.;

“Legalization Report” means the report dated November 30, 2016 published by the Task Force entitled “A Framework for the Legalization and Regulation of Cannabis in Canada”, which outlined the Task Force’s recommendations with respect to the legalization and regulation of cannabis for recreational purposes;

“Licences” means collectively, the Licence to Produce and the Licence to Sell, which, if granted, will allow RMMI to cultivate and sell medical marijuana;

“Licensed Producer” means the holder of a licence issued under Section 35 of the ACMPR;

“Licence to Produce” means the licence issued by Health Canada under section 35 of the ACMPR that, if granted to an applicant, permits such applicant to become a licensee to produce medical marijuana in the forms of dried marijuana and cannabis oil;

“Licence to Sell” means the licence issued by Health Canada under section 35 of the ACMPR that, if granted to an applicant, permits such applicant to become a licensee to sell medical marijuana in the forms of dried marijuana and cannabis oil;

“Market Value” means, in relation to a Common Share, as at any date, the volume weighted average trading price of the Common Share on the CSE for the five immediately preceding trading days. In the event that the Common Shares are not listed and posted for trading on the CSE, the Market Value shall be the fair market value of the Common Shares as determined by the Board in its sole discretion, acting reasonably and in good faith.

“Maximum Offering” means the maximum offering of up to 3,500,000 Common Shares, as described in this prospectus;

“Minimum Offering” means the minimum offering of up to 1,700,000 Common Shares, as described in this prospectus;

“NI 33-105” means National Instrument 33-105 – *Underwriting Conflicts*;

“NI 52-110” means National Instrument 52-110 – *Audit Committees*;

“NP 46-201” means National Policy 46-201 – *Escrow for Initial Public Offerings*;

“Offered Shares” means the Common Shares to be offered to the public in respect of the Offering;

“Offering Price” means \$2.50 per Offered Share;

“Offering” means collectively, the Minimum Offering and the Maximum Offering at the Offering Price, as described in this prospectus;

“Office of Controlled Substances” means Health Canada’s office of controlled substances, tasked with ensuring that drugs and controlled substances are not diverted for illegal use, and involves developing legislation, regulations, policies and operations that support the control of illicit drugs and other substances;

“Office of Medical Cannabis” or “OMC” means a department within Health Canada responsible for implanting the ACMPR and the related policies and operational requirements;

“Options” means incentive stock options of RMMI to be issued under the Equity Incentive Plan;

“PIPEDA” means *Personal Information Protection and Electronics Documents Act* (Canada), SCR 2000, c 5, together with any amendments thereto and where applicable, includes all regulations promulgated thereunder;

“Preferred Shares” means the preferred shares of RMMI;

“Prior Securities” means, collectively, the common shares, warrants, broker warrants and stock options of RM prior to the Restructuring Transaction;

“Promoter” means Earl Connors;

“Qualifying Jurisdictions” includes the Provinces of British Columbia, Alberta and Ontario, being the jurisdictions in which the Offered Shares will be offered for sale to prospective purchasers pursuant to the Offering;

“Quarterly Financial Statements” means the unaudited financial statements of RM for the three month periods ended March 31, 2018 and 2017;

“Responsible Person in Charge” has the meaning given to such term in the ACMPR;

“Restructuring Transaction” means the transaction to effect, among other things, the exchange of all RMMI Securities for the Prior Securities on a one-for-one exchange;

“RM Financial Statements” means: (i) the audited financial statements of RM as at and for the year ended December 31, 2017 and as at and for the period from its incorporation on December 13, 2016 to December 31, 2016, and (ii) the Quarterly Financial Statements;

“RM Hemp Licence” means RM’s fully issued licence to produce industrial hemp under section 56 of the CDSA, evidenced by licence number no. 18-R0126-C-01;

“RM MD&A” means (i) the management’s discussion and analysis of RM for the three months ended March 31, 2018 and (ii) the management’s discussion and analysis of RM for the year ended December 31, 2017;

“**RM Property**” means the approximately 7.4-acre property which includes 28,400 square feet of warehouse space in the County of Newell in the Province of Alberta, 100% owned by RM;

“**RM Securities Consolidation**” means the consolidation, on a five-for-one consolidated basis, of RM Shares, RM Share purchase warrants, RM options and RM broker warrants that was effected on October 19, 2017;

“**RM Shares**” means the common shares of RM;

“**RM**” means Rocky Mountain Marijuana Inc., a wholly-owned subsidiary of RMMI;

“**RMMI Securities**” means, collectively, the Common Shares, warrants, broker warrants and stock options of RMMI Corp. that are currently issued and outstanding following the Restructuring Transaction;

“**RMMI Shares**” means collectively, the Common Shares and Preferred Shares;

“**RMMI**”, “**RMMI Corp.**”, the “**Issuer**” or the “**Corporation**” means RMMI Corp. and, where the context requires, includes its subsidiaries;

“**RDSP**” means a registered disability savings plan;

“**RESP**” means a registered education savings plan;

“**RRIF**” means a registered retirement income fund;

“**RRSP**” means a registered retirement savings plan;

“**RSU**” means a restricted share unit issued pursuant to the Equity Incentive Plan;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Task Force**” means the Task Force on Marijuana Legalization and Regulation appointed on June 30, 2016 by the Government of Canada;

“**Tax Act**” means the *Income Tax Act*, RSC 1985, c-1 (5th Supp), together with any amendments thereto and where applicable, includes all regulations promulgated thereunder;

“**TFSA**” means a tax-free savings account;

“**THC**” means Delta-9-tetrahydrocannabinol; and

“**U.S.**” or “**United States**” mean the United States of America, its territories or possessions, any state of the United States and the District of Columbia.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and is qualified by and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before purchasing the Offered Shares. Prospective Purchasers are urged to read the information under the heading “About this Prospectus”, “Cautionary Statements Regarding Forward-Looking Statements” and “Risk Factors” appearing elsewhere in this prospectus. Capitalized terms used herein shall have the meaning ascribed thereto under the heading “Glossary”.

DESCRIPTION OF THE BUSINESS OF THE CORPORATION

RMMI is an Alberta based company that will focus on the cultivation, production and sale of medical marijuana in various forms, including dried marijuana and cannabis oil. The Corporation is in its early stages of development and has yet to obtain the requisite licensing to commence operations. The commencement of RMMI's operations solely depends on Health Canada granting RM a Licence to Produce. In, September 2017, RM submitted an application to Health Canada to become a Licensed Producer. As of the date of this prospectus, RM's application to Health Canada is in detailed review and it is yet to receive a Licence to Produce. While RMMI expects to receive a Licence to Produce in the future, there is no guarantee that such a licence will be granted, nor can RMMI predict the timing of the grant of such licence by Health Canada. See “General Description of the Business”.

RM acquired the RM Property on January 15, 2018 to serve as its cultivation and production facility upon receiving the Licences. See “General Description of the Business – RM Property”.

Upon receiving the Licences, RMMI plans to use advanced technology to cultivate (i.e. aeroponics) and produce natural medical marijuana and oils using advanced extraction technologies (i.e. CO₂ extraction) to maximize production yields, cost efficiencies and consistent product quality, all while reducing risk to its harvests and bottom line. RMMI will use the aeroponics technology in its cultivation process to ensure consistent production of high quality products. See “General Description of the Business – Aeroponics”.

USE OF PROCEEDS

Assuming completion of the Minimum Offering, the Corporation will have approximately \$7,500,000 in available funds (net proceeds of the Minimum Offering and \$3,729,414 in estimated working capital as at March 31, 2018). If the Corporation completes the Maximum Offering, it will have \$11,700,000 in available funds (net proceeds of the Maximum Offering and \$3,729,414 in estimated working capital as at March 31, 2018). The Corporation intends to spend the available funds in the twelve months following the date of this prospectus, as follows:

	Estimated Amount to be Expended (Minimum Offering) (\$)	Estimated Amount to be Expended (Maximum Offering) (\$)
Development of RM Property	5,750,000	6,850,000
Costs to secure Licences	150,000	650,000
Investment in future expansion	-	2,250,000
General and administrative expense	1,350,000	1,500,000
Unallocated working capital	346,914	479,414
Total Use of Funds (unaudited)	7,596,914	11,729,414

The Corporation intends to spend the funds available as stated in this prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary. See “Use of Proceeds” and “Risk Factors”.

SELECTED FINANCIAL INFORMATION

The following table sets out selected financial information of RM for the period from incorporation (i.e. December 16, 2016) to December 31, 2016 and for the year ended December 31, 2017 and for the three months ended March 31, 2018. The selected financial information of RM has been derived from the RM Financial Statements. Prospective purchasers should read the selected financial information provided below in conjunction with RM Financial Statements and the accompanying notes and the RM MD&A, a copy of which is attached under Appendix “FS-1” and Appendix “FS-2”, respectively of this prospectus.

Item	Three months ended March 31, 2018 (unaudited)	Year Ended December 31, 2017 (audited)	From the Date of Incorporation to Year ended December 31, 2016 (audited)
Statement of Financial Position Data			
Cash	\$3,763,734	\$2,391,489	\$788,680
Total Assets	\$4,855,326	\$2,560,666	\$788,680
Current and Total Liabilities	\$74,290	\$81,209	Nil
Shareholders' Equity/Loss	\$4,781,036	\$2,479,457	\$788,680
Statement of Loss and Comprehensive Loss Data			
General and Administrative Expenses	\$167,628	\$473,011	Nil
Net loss and comprehensive loss	\$307,928	\$558,711	Nil
Loss per basic and diluted share	\$0.03	\$0.09	Nil
Summary of Cash Flow Data			
Cash used in operating activities	(\$198,590)	(\$409,729)	Nil
Cash used in investing activities	(\$924,622)	(\$125,000)	Nil
Cash provided by financing activities	\$2,495,457	\$2,137,538	\$788,680
Net increase in Cash	\$1,372,245	\$1,602,809	\$788,680

THE OFFERING

Issuer:	RMMI Corp.
Offering:	The Offering consists of a minimum of 1,700,000 Offered Shares and a maximum of 3,500,000 Offered Shares.
Offered Shares:	Common Shares of the Issuer.
Offering Price:	\$2.50 per Offered Share.
Over-Allotment Option:	The Corporation has granted the Agents the Over-Allotment Option exercisable at the Agents' discretion, to purchase from the Corporation up to such additional number of Offered Shares, to represent, in the aggregate, 15% of the number of Offered Shares sold in the Offering, at a price equal to the Offering Price, to cover over-allocations, if any, and for market stabilization purposes. The Over-Allotment Option is exercisable in whole or in part, at any time on or before the date that is 60 days on or following the date of closing of the Offering.
Common Shares Outstanding:	Upon completion of the Offering, there will be a minimum of 13,479,700 and a maximum of 15,279,700 Common Shares outstanding (a minimum of 13,734,700 Common Shares and a maximum of 15,804,700 Common Shares, if the Over-Allotment Option is exercised in full).
Gross Proceeds:	The minimum gross proceeds from the Offering will be \$4,250,000 and the maximum gross proceeds will be \$8,750,000, subject to exercise of the Over-Allotment Option. See " <i>Plan of Distribution</i> ."
Agents:	Canaccord Genuity Corp. and Haywood Securities Inc.
Agents' Fees:	8% of the gross proceeds of the Offering (including the proceeds raised under the Over-Allotment Option, if applicable), subject to a reduced fee of 4% for Offered Shares sold under the President's List. Also, the Lead Agent was granted the Corporate Finance Fee equal to 1% of the gross proceeds of the Offering (including the proceeds raised under the Over-Allotment Option, if applicable), up to a maximum of \$50,000. In addition to the Corporate Finance Fee, the Agents, and certain registrants comprising the selling group, were also granted the Agents Warrants representing 8% of the Offered Shares sold under the Offering (including the Offered Shares sold under the Over-Allotment Option, if applicable), subject to a reduced percentage of 4% of the Offered Shares sold under the President's List.
Closing:	On or about July 13, 2018 or such other date as of the Agents and the Corporation may agree. See " <i>Plan of Distribution</i> ".
Risk Factors:	<p>An investment in Offered Shares is speculative and involves a high degree of risk that should be considered by potential purchasers. The Corporation's business is subject to risks normally encountered by businesses in the early development stages in the cannabis industry.</p> <p>Prospective purchasers should carefully consider these risk factors and those discussed in greater detail under the heading "<i>Risk Factors</i>" beginning at page 62 of this prospectus. The risk factors identified in this prospectus are not an exhaustive list of all risks associated with an</p>

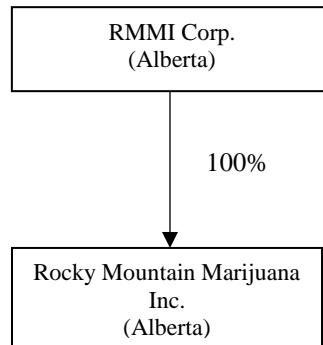
investment in the Offered Shares and should be read in conjunction with the information set forth elsewhere in this prospectus.

CORPORATE STRUCTURE

Name, Address and Incorporation

RMMI was incorporated on February 6, 2018 under the ABCA. The Corporation subsequently amended its articles of incorporation on February 13, 2018 to include a new class of preferred shares. The Corporation's head office is located at 1050 - 639 5th Avenue S.W., Calgary, Alberta T2P 0M9. The Corporation's registered office is located at Suite 1400, 350 7th Avenue S.W., Calgary, Alberta T2P 3N9. RMMI has one wholly-owned subsidiary: RM, which will be the entity operating the business of the Corporation.

The chart below identifies the Corporation's intercorporate relationships including their jurisdiction of incorporation or continuance, and RMMI's ownership interest therein:



RM was incorporated on December 13, 2016 under the ABCA. On April 1, 2018, as part of the Restructuring Transaction, RM became a wholly-owned subsidiary of RMMI. On September 14, 2017, RM applied to Health Canada to become a Licensed Producer of medical marijuana. As of the date hereof, RM's application to Health Canada is under detailed review and it is yet to receive a Licence to Produce. While RMMI expects to receive a Licence to Produce in the future, there is no guarantee that such licence will be granted, nor can RMMI predict the timing of the grant of such licence by Health Canada.

Restructuring Transaction

Prior to the completion of the Restructuring Transaction, RM was the only operating entity. The purpose of the Restructuring Transaction was to create a parent company to provide RMMI with a tax efficient structure to manage its cash resources more effectively and better manage its business risks.

On April 1, 2018, RMMI completed a three-cornered amalgamation (the "**Amalgamation**") involving AcquisitionCo and RM. On February 6, 2018, AcquisitionCo was incorporated solely for the purpose of completing the Amalgamation pursuant to the Amalgamation Agreement. The following are the principal elements of the Amalgamation and related transactions.

- (a) Pursuant to the Amalgamation Agreement AcquisitionCo and RM amalgamated to form Amalco. Holders of common shares, warrants, broker warrants and stock options of RM (collectively, the "**Prior Securities**") had their Prior Securities exchanged for common shares, warrants, broker warrants and stock options of RMMI (collectively, the "**RMMI Securities**") on a one-for-one exchange.
- (b) Each common share of AcquisitionCo, of which 100 were issued and outstanding, all owned by RMMI, were converted into one common share of Amalco.

Upon completion of the Restructuring Transaction on April 1, 2018, all of the Prior Securities were cancelled and Amalco became a wholly-owned subsidiary of RMMI and continued under the name "Rocky Mountain Marijuana Inc."

Appointment of the Board of Directors of RMMI

At the time of incorporation of RMMI, the Board of Directors of RM were also appointed as directors of RMMI.

GENERAL DEVELOPMENT AND BUSINESS OF THE CORPORATION

Overview

RMMI is an Alberta based company that will focus on the cultivation, production and sale of medical marijuana in various forms, including dried marijuana and cannabis oil. The Corporation is in its early stages of development and has yet to obtain the requisite licensing to commence cannabis operations. The commencement of RMMI's operations solely depends on Health Canada granting RM a Licence to Produce. In September 2017, RM submitted an application to Health Canada to become a Licensed Producer of medical marijuana. As of the date of this prospectus, RM's application to Health Canada is under detailed review and it is yet to have received a Licence to Produce. While RMMI expects RM to receive a Licence to Produce cannabis from Health Canada in the future, there is no guarantee that such a licence will be granted, nor can RMMI predict the timing of the grant of such licence by Health Canada.

Upon receiving the Licences, RM plans to blend advanced cultivation and extraction technologies (i.e. aeroponics) with the production of natural medical marijuana, to maximize production yields, cost efficiencies and consistent product quality, all while reducing risk to its harvests and bottom line.

Aeroponics

Upon receiving the Licences, RMMI plans to use advanced technology to cultivate (i.e. aeroponics) and produce natural medical marijuana to maximize production yields, cost efficiencies and consistent product quality, all while reducing risk to its harvests and bottom line.

Aeroponics technology eliminates the use of pots and soil in the cultivation of marijuana crops, reducing contamination risk to plants. Aeroponic cultivation systems will allow RM to make efficient use of floor space in the RM Property by employing stackable systems. Generally, aeroponic cultivation systems can facilitate up to six growth cycles per year, compared to four grow cycles using conventional methods that employ pots and soil. Stackable aeroponic cultivation technology may also reduce employee costs and production variations, and facilitates rapid expansion of cultivation capacity. Management of RMMI believes that the use of aeroponic technology provides it with an efficient and effective path towards becoming a premium, low-cost, high-quality producer of marijuana and cannabis products.

The below table provides a comparison between aeroponics systems and conventional pots and soil to grow and cultivate marijuana plants.

Evaluation criteria: Crop	Cultivation Method ¹	
	Aeroponics	Pots and Soil
Water consumption: Tomato ²	0.05 L/Plant/day	1.03 L/Plant/day
Fertilization saving ³	85%	Full application
Environmental impact: Tomato ⁴	0 %	81.7%
Yield: Kale/Tomato ⁵	65% / 35% increase	0% / 0% increase

¹ Prepared by management using external sources (see notes 2 through 5).

² Source: Alshrouf, Ali. (2017). Hydroponics, Aeroponic and Aquaponic as Compared with Conventional Farming. American Scientific Research Journal for Engineering, Technology, and Sciences (ASRJETS), p. 247-255, ISSN 2313-4402.

³ See note 2.

⁴ Source: D. Dannehl, Z. Taylor, J. Suhl, L. Miranda, R., Ulrichs, C., Salazar, E. Fitz-Rodriguez, I. Lopez-Cruz, A. Rojano- Aguilar, G. Navas-Gomez, U. Schmidt (2017). Sustainable Cities: Viability of a Hybrid Aeroponic/Nutrient Film Technique System for Cultivation of Tomatoes. International Journal of Agricultural and Biosystems Engineering Vol:11, No:6, 2017

⁵ Source: Suman Chandra, Shabana Khan, Bharathi Avula, et al.(2014). Assessment of Total Phenolic and Flavonoid Content, Antioxidant Properties, and Yield of Aeroponically and Conventionally Grown Leafy Vegetables and Fruit Crops: A Comparative Study. Evidence-Based Complementary and Alternative Medicine, vol. 2014, 9 pages Article ID 253875.

Aeroponics technology has been successful in growing vegetables, tubers, and green leafy herbs on an industrial scale. It has some distinguished advantages in growing plants at low cost, while at the same time providing higher and more consistent yields as compared to soil or soil-less growing mediums.⁶ Particularly, an abundance of scientific literature is published in peer reviewed scientific journals where crops such as tomatoes, potatoes, and lettuce, for example, have been shown to be higher yielding with minimum nutrient intake.⁷ A comparative study of aeroponics with soil shows that aeroponics systems can reduce water usage by 98%, fertilizer usage by 60%, and pesticide usage by 100%, all while maximizing crop yields.⁸

History and Development of the Business

Incorporation of RM to year ended December 2016

On December 13, 2016, RM was incorporated pursuant to the ABCA. The initial director of RM was Earl Connors.

On December 30, 2016, the sole director of RM approved the issuance of units of RM by way of a non-brokered private placement (the “**RM Unit Financing**”). Each unit was comprised of one RM Share and one-half share purchase warrant. As part of the RM Unit Financing, each unit was issued at a subscription price of \$0.25 per unit. Each share purchase warrant issued under the RM Unit Financing had an exercise price of \$0.75 per RM Share, with a one-year exercise period.

2017

Between December 2016 and April 2017, the RM Unit Financing was completed in successive tranches. On April 24, 2017, RM completed the final closing of the RM Unit Financing for an aggregate total of 6,388,000 units of RM for aggregate gross proceeds of \$1,597,000. For its role in the RM Unit Financing, Canaccord Genuity Corp. (“**Canaccord**”) received 8% cash commission and broker warrants of RM in relation to the subscribers who were introduced by Canaccord and who participated in the RM Unit Financing. Canaccord received cash commission in the amount of \$72,960 and Canaccord received 362,800 broker warrants of RM, with each broker warrant having an exercise price of \$0.25 per RM Share. The broker warrants were initially set to expire on June 30, 2017 but the expiry date was subsequently extended to the later date of June 30, 2018 and the exercise price was amended such that if the broker warrants were not exercised before December 31, 2017, the exercise price would be 90% of the last issue price of RM Shares. In addition, on March 6, 2017, RM issued an aggregate of 179,000 additional broker warrants to certain insiders of RM. See “*Prior Sales – RM – Broker Warrants*” for additional details.

On June 7, 2017, Eugene Chen, Dave Guebert, Tony Fairfield and Marc Staniloff were elected to the board of directors of RM. On August 25, 2017, the Council of the County of Newell provided a support letter for RM’s ACMPR application indicating its support for the commercial cultivation of marijuana and the production of cannabis products at the RM Property. See under the heading titled “*General Development and Business of the Corporation – RM Property*”.

On September 14, 2017, RM applied to Health Canada to become a Licensed Producer of medical marijuana.

On October 19, 2017, RM completed the RM Securities Consolidation.

On December 28, 2017, a number of RM share purchase warrants issued pursuant to the RM Unit Financing were exercised by the holders thereof under an early share purchase warrant exercise incentive program (the “**Early Exercise Program**”). The intention of the Early Exercise Program was to raise additional capital from existing RM

⁶ Source: Alshrouf, Ali. (2017). Hydroponics, Aeroponic and Aquaponic as Compared with Conventional Farming. American Scientific Research Journal for Engineering, Technology, and Sciences (ASRJETS), p. 247-255, ISSN 2313-4402; Despommier, D. (2010a). The Vertical Farm: Feeding the world in the 21st century. 2nd ed. New York: Thomas Dunne Books/St. Martin’s Press.

⁷ Sources: D. Dannehl, Z. Taylor, J. Suhl, L. Miranda, R., Ulrichs, C., Salazar, E. Fitz-Rodriguez, I. Lopez-Cruz, A. Rojano- Aguilar, G. Navas-Gomez, U. Schmidt (2017). Sustainable Cities: Viability of a Hybrid Aeroponic/Nutrient Film Technique System for Cultivation of Tomatoes. International Journal of Agricultural and Biosystems Engineering Vol:11, No:6, 2017; Gysi, C. von Allmen, F. (1997). Balance of water and nutrients in tomatoes grown on soil less system. Agral forschung. 4, 1; He Jie and Lee Sing Kong (1998). Growth and photosynthetic responses of three aeroponically grown lettuce cultivars (Lactuca sativa L.) to different root zone temperatures and growth irradiances under tropical aerial conditions. The Journal of Horticultural Science and Biotechnology. 73 (2): 173-180.

⁸ See note 6.

shareholders while allowing them to continue to have a warrant to purchase additional RM Shares at a higher share price. Under the Early Exercise Program, holders of RM share purchase warrants were issued one new share purchase warrant for each exercised share purchase warrant. As a result of the Early Exercise Program, 1,774,000 share purchase warrants were exercised for gross proceeds of \$1,330,500, and 1,774,000 new share purchase warrants were issued. The new share purchase warrants have an exercise price of \$1.25 (as opposed to \$0.75 under the initial share purchase warrant issuance) and are set to expire on June 30, 2019.

January 1, 2018 to April 1, 2018

On January 15, 2018, the board of directors of RM approved the issuance of RM Shares by way a non-brokered private placement (the “**RM Share Financing**”). As part of the RM Share Financing, RM Shares were issued from treasury at a subscription price of \$1.00 per RM Share.

On January 31, 2018, an additional round of the Early Exercise Program was completed. As a result of the second round of the Early Exercise Program, 100,000 share purchase warrants were exercised for gross proceeds of \$75,000, and 100,000 new share purchase warrants were issued on February 7, 2018. The new share purchase warrants have an exercise price of \$1.25 (as opposed to \$0.75 under the initial share purchase warrant issuance) and are set to expire on June 30, 2019.

Between January and February 2018, RM completed the RM Share Financing and issued in the aggregate 2,498,428 RM Shares at an issue price of \$1.00 per RM Share for gross proceeds of \$2,498,428. For its role in the RM Share Financing, Canaccord received 7.5% cash commission and certain broker warrants of RM, in relation to the subscribers who participated in the RM Share Financing that were introduced by Canaccord. Canaccord received a cash commission in the amount of \$136,757 and 127,640 broker warrants, with each broker warrant having an exercise price of \$1.00 per RM Share. The broker warrants were set to expire on May 30, 2018 but the expiry date was subsequently extended to the later date of March 31, 2019. RM also paid cash commissions in the aggregate amount of approximately \$44,625 and issued an additional 41,650 broker warrants to two third party agents as part of the RM Share Financing. See “*Prior Sales – RM – Broker Warrants*” for additional details.

On January 15, 2018, RM completed a real estate purchase transaction whereby it acquired the RM Property. For information on the RM Property and its intended use, see “*General Development and Business of the Corporation – RM Property*”.

On February 6, 2018, RM was granted the RM Hemp Licence. RM had previously applied for and received a licence to produce industrial hemp. RM intends to produce industrial hemp as a surrogate plant to develop a sound understanding of its growing and cultivation process for medical marijuana. The production of industrial hemp is expected to better prepare RM to produce marijuana strains once it receives a Licence to Produce. RM intends to begin production of hemp on a test basis in July 2018. The RM Hemp Licence is valid for one year. The Corporation intends to annually renew the RM Hemp Licence to produce industrial hemp in the normal course of business as needed, for the purposes stated above. RMMI currently has no plans to sell hemp or any hemp derived products. Costs related to the production of hemp shall form a component of the operating costs of the Corporation. After receiving a Licence to Produce (if at all), the Corporation desires to continue to have the option of producing industrial hemp solely as a basis to test its processes and procedures with the goal of optimizing its techniques to produce marijuana strains without compromising or risking a revenue generating product (marijuana plants) for testing.

On February 6, 2018, RMMI was incorporated under the ABCA. The Corporation was subsequently organized, and amended its articles of incorporation on February 13, 2018. On February 6, 2018, AcquisitionCo was also incorporated as a wholly-owned subsidiary of RMMI. AcquisitionCo was incorporated with the sole intention of completing the Restructuring Transaction.

On April 1, 2018, the Corporation completed the Restructuring Transaction whereby, among other things, all of the holders of the Prior Securities exchanged on a one-for-one exchange the Prior Securities for RMMI Securities. Upon the completion of the Restructuring Transaction, all of the Prior Securities were cancelled, and the Corporation became the sole shareholder of RM. For additional details, see “*Corporate Structure – Restructuring Transaction*”.

As at March 31, 2018, the assets of RM include the RM Property, the RM Hemp Licence and working capital of \$3,729,414. As of April 1, 2018, RM is 100% owned by RMMI.

Milestones

Major milestones in the development of RMMI and RM are as follows:

- **December 13, 2016:** RM is incorporated under the ABCA.
- **December 2016 - April 2017:** RM successfully raises gross proceeds of \$1,597,000 under the RM Unit Financing.
- **September 14, 2017:** RM submits its application to be a Licensed Producer to Health Canada.
- **December 2017 - February 2018:** RM successfully completes the Early Exercise Program.
- **January 15, 2018:** RM successfully closes the RM Property transaction.
- **February 6, 2018:** RM is granted the RM Hemp Licence.
- **January - February 2018:** RM successfully raises gross proceeds of \$2,498,428 under the RM Share Financing.
- **February 6, 2018:** RMMI is incorporated under the ABCA.
- **April 1, 2018:** RMMI, RM and AcquisitionCo complete the Restructuring Transaction.
- **June 1, 2018:** RMMI entered into a standard cost-plus agreement with a general contractor to renovate the RM Property.
- **June 4, 2018:** RMMI submitted a development permit application to the County of Newell.

RM Property

RM acquired the RM Property on January 15, 2018 pursuant to a real estate purchase transaction. The RM Property includes 7.4 acres of land plus two warehouse buildings. The main building is 23,400 square feet and includes a two-story office at the front of the main building. The lower level office space will be renovated to accommodate extraction, drying and other processes for cultivation and production purposes. The warehouse portion of the building will be used for the cultivation of marijuana. The secondary building on the RM Property is 5,000 square feet and is expected to be used for cultivation of marijuana. The RM Property can accommodate up to 330,000 square feet of equivalent cultivation space if fully developed.



As of the date of this prospectus, the Corporation plans to proceed with renovations to the RM Property for its intended use as a marijuana cultivation, production and extraction facility. RM is developing plans for the renovation of the main building and the Corporation expects that renovations will be completed in or around the late fall of 2018. RMMI

intends to begin renovation of the main building once it has received the required building application permit from the County of Newell. RMMI submitted a development permit application to the County of Newell on June 4, 2018. As of the date of this prospectus, the Corporation is awaiting a decision from the County of Newell, with respect to its application.

Construction Management Contract

On June 1, 2018, RMMI entered into a standard cost-plus agreement with a construction manager (the “**Construction Management Contract**”) to renovate the RM Property. See the heading titled “*Material Contracts – Construction Management Contract for Services and Construction (2010)*”. The following is a summary of the material terms of the Construction Management Contract and is subject to, and qualified in its entirety by, the full text of the Construction Management Contract, which has been filed by the Corporation on SEDAR at www.sedar.com.

The Construction Management Contract follows the CCDC 5B – Construction Management Contract – for Services and Construction (2010), a standard form contract maintained by the Canadian Construction Documents Committee (CCDC). Pursuant to the Construction Management Contract, a construction manager will provide pre-construction advisory services to RMMI, as the owner of the RM property, and then undertake the construction.

The construction manager’s fee consists of two components: (i) the fee for the price of the initial services; and (ii) the fee for the work, which is set at a percentage of the cost of the work. The cost of the work includes the cost of project management services and design and consulting work and services. RMMI is required to make payment for the fee for services and reimbursable expenses for the services after receiving an application for payment for services from the construction manager. As the work progresses, applications for payment on account may be made monthly for the cost of the work and services performed and the cost of products delivered to the RM Property.

Additional material terms include the following:

- Assignment. Neither party shall assign the contract or a portion thereof without the prior written consent of the other, which consent shall not be unreasonably withheld.
- Indemnification. RMMI and the construction manager agree to indemnify and hold harmless the other from and against all claims, demands, losses, costs, damages, actions, suits, or proceedings whether in respect to losses suffered by them or in respect to claims by third parties that arise out of, or are attributable in any respect to, their involvement as parties to the contract, provided the claims are caused by negligence or the failure of a party to fulfill its terms and conditions under the contract. Indemnification claims are limited to the greater of the price of the work or \$2,000,000 but cannot exceed \$20,000,000. For claims by third parties for direct loss resulting from bodily injury, sickness, disease or death, or to injury to or destruction of tangible property, the obligation to indemnify is without limit.
- Limitation of Liability for Services. Neither party shall be liable to the other for indirect, incidental, special, punitive, or consequential damages of any nature for loss of profit, revenue, business, reputation or goodwill. The construction manager’s liability for claim that arise out of or are related to the design work and design services are limited to a cumulative maximum of \$1,000,000. The construction manager is not liable to RMMI for any claims related to process engineering or other elements not within the scope of the construction manager’s work.

In the event that RM is unable to secure a Licence to Produce, the Corporation proposes to utilize the RM Property for either large scale production and sale of industrial hemp for which RM already has the RM Hemp Licence or enter into a commercial arrangement with a Licensed Producer to use the RM Property for marijuana cultivation and production. These proposed options are subject to change where, for sound business reasons, RMMI may consider other options to optimize the use of its RM Property, only if RM is unable to secure a Licence to Produce.

INDUSTRY AND REGULATORY OVERVIEW

Industry Overview

Medical Cannabis Industry

Cannabis itself is not authorized for sale as a “drug” by Health Canada under the *Food and Drug Act* (the “FDA”). Sale of cannabis by Licensed Producers to clients, to other Licensed Producers or to other identified groups in accordance with the ACMPR is exempt from the application of the FDA by the *Cannabis Exemption (Food and Drug Act) Regulations* (Canada), as amended. The ACMPR includes provisions regulating production, processing, and labeling of cannabis to ensure that quality, safety and predictability of effect are available. The provisions of the ACMPR in this respect are unique to cannabis and distinct from similar provisions applicable to drugs under the FDA.

Access to cannabis includes the option for clients to purchase dried marijuana or cannabis oil from Licensed Producers, which is delivered to the patients via mail order (the ACMPR does not provide for retail sales of cannabis). Access also includes growing by or on behalf of individuals remaining under the *Marihuana Medical Access Regulations* (SOR/2001-227) (“MMAR”) through the Allard injunction. Cultivation for personal use is also permitted under the ACMPR, with Licensed Producers now being permitted by the ACMPR to provide seeds or plants to clients who are registered and approved by Health Canada. The amounts of cannabis, seeds and plants that a client may be provided with per month is determined with reference to a permitted daily amount of cannabis, normalized to the number of grams of dried marijuana per day, specific to the patient. See “*Industry and Regulatory Overview – Cannabis Legislation and Regulatory Framework – Changing Regulatory Landscape*”.

Medical marijuana can be administered using a variety of methods including, but not limited to, smoking dried flowers, capsules, and oral/dermal sprays. Unlike the pharmaceutical options, individual elements within medical marijuana have not been isolated, concentrated and synthetically manipulated to a specific therapeutic effect. Based on a survey completed between April and June 2016 as reported in an article dated October 29, 2016, the most popular means of administering medical marijuana in Canada was by smoking/vaporizing dried flower.⁹ The regulations prohibit any representations regarding any medicinal properties.

The two primary strains of marijuana, Sativa and Indica, can be used to create numerous hybrid strains by crossing the genetics of each and their resultant hybrids. Within these various cannabis strains are numerous different cannabinoids, with the most common being THC, the psychoactive ingredient and CBD, which may provide non-psychoactive benefits such as pain mitigation and reduction of inflammation.

Licensed Producers and Patients

According to Health Canada there are 109 Licensed Producers as at June 14, 2018. However, only 49 Licensed Producers are also licensed to sell dried marijuana. The following table¹⁰ provides a breakdown of licences granted by Health Canada to date.

Type of Licence	Number of Licences Granted
Licence to Produce	109
Licence to Sell	49
Licence to produce cannabis oil	41
Licence to sell cannabis oil	25
Licence to sell marijuana clones	9
Licence to sell marijuana seeds	2

⁹ Source: <https://www.ncbi.nlm.nih.gov/pmc/articles/PMC5086046/>

¹⁰ Source: <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/licensed-producers/authorized-licensed-producers-medical-purposes.html>

As at December 31, 2016, the end of Health Canada's fiscal third quarter, there were a total of 129,876 patients registered with Licensed Producers. As at December 31, 2017, the end of the fiscal third quarter, there were 269,502 patients registered with Licensed Producers, representing an annual growth rate of 107%.

The following table provides Health Canada statistics detailing the sales of dried marijuana and cannabis oil to registered patients in the fiscal year 2016-17 (April 1 to March 31) and the nine months of fiscal year 2017-18.¹¹

Sales to Registered Patients	Fiscal year 2016-17 (April 1 to March 31)	Fiscal year 2017-2018 to date (April 1 to December 31)	Percent of Previous FY's Sales to Date
Dried marijuana (kg)	19,780	18,143	92%
Cannabis oil (kg)	13,702	23,137	169%

Cannabis Legislation and Regulatory Framework

Cannabis is a controlled substance listed in Schedule II of the CDSA. Accordingly, activities related to cannabis are governed by the CDSA and its regulations, including the ACMPR, the Narcotics Control Regulations, as well as other applicable laws. Cannabis is subject to unique and specific regulation in Canada.

Background

In 2000, in *R. v. Parker*, [2000] O.J. No. 2787, the Ontario Court of Appeal ruled that laws prohibiting the possession of cannabis were unconstitutional to the extent that they did not provide medical patients with access to cannabis. In response to the court's decision, Canada passed the MMAR which provided medically approved patients with a viable constitutional exemption from the prohibition of possessing cannabis.

In 2013, Canada repealed the MMAR and replaced it with the *Marihuana for Medical Purposes Regulations* (SOR/2013-119) ("MMPR") which provided for a commercial industry, responsible for the production and distribution of marijuana for medical purposes (dried marijuana only). These regulations introduced strict controls over the production, storage and distribution of medical marijuana and strict oversight to reduce public health, safety and security risks.

Changing Regulatory Landscape

In 2013, after the decision of the Supreme Court of Canada in *R. v. Smith*, 2015 SCC 34, individuals were allowed to possess marijuana derivatives for their own use. The MMPR was challenged in 2016 in *R v Allard*, 2016 FC 236 before the Federal Court where the court determined that MMPR was contrary to the plaintiff's charter rights by unduly restricting access to medical marijuana. According to the Federal Court, the restrictions imposed under the MMPR denied "reasonable access" for those individuals that required marijuana for medical purposes. The Court declared that MMPR was invalid, however, it opted to suspend the declaration of invalidity of MMPR for six months in order to allow the Government of Canada to respond.

On August 24, 2016, the ACMPR replaced the MMPR as the new regulations governing Canada's medical cannabis industry. The ACMPR contains the majority of the regulations embodied within the MMPR, augmented with provisions that permit patients to grow their own marijuana, including the option to designate a third-party grower through regulations similar to the original MMAR.

The ACMPR provides patients with three options for obtaining cannabis, namely: (i) patients can purchase cannabis by registering with a Licensed Producer, or (ii) patients can register with Health Canada to produce a limited quantity of cannabis for one's own medical purposes, or (iii) patients can designate a person to produce cannabis on one's behalf, whereby such designated person obtains "starting materials" (such as plants or seeds) from Licensed Producers.

¹¹ Source: <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/licensed-producers/market-data.html>

In May 2017, Health Canada streamlined the ACMPR licensing process. The current licensing process is set out below.

ACMPR Licensing Process

Stage 1: Intake and Initial Screening

When an application is received, it undergoes an assessment by Health Canada for completeness. If an application appears to be complete, it will be assigned an application number. The application number means that the application has completed the assessment. Applicants reference their application number in all correspondence with Health Canada.

The Initial Screening includes an assessment of:

- (a) the proposed business plan;
- (b) the Security Clearance Application Form; and
- (c) record-keeping methods pertaining to security, Standard Operation Procedures (“SOPs”), inventory, and destruction methods.

If an application is not complete, depending on the information that is missing, applicants may be contacted by Health Canada to obtain the missing information or the application may be returned to the applicant.

On September 14, 2017, RM applied to Health Canada for a Licence to Produce. Subsequent to its initial application, RM received requests for additional information from Health Canada, all of which have been provided to Health Canada. Health Canada also verifies that applicants have provided notices to the senior officials with the local government where their proposed site is located (i.e. the RM Property for RMMI). Local officials were notified by RMMI of its proposed Newell County, Alberta location of the RM Property.

Stage 2: Detailed Review and Security Clearance Process

All information submitted to Health Canada, and any other relevant information, is reviewed by Health Canada to:

- (a) complete the assessment of the application to ensure that it meets the requirements of the regulations;
- (b) establish that the issuance of the licence is not likely to create risks to public health, safety or security, including the risk of cannabis being diverted to an illicit market or use; and
- (c) establish that there are no other grounds for refusing the application.

Health Canada conducts a thorough review of applications to ensure that the application is complete. Consideration is also given by Health Canada to the proposed security measures including those required by Subdivision C of the ACMPR and the description of the storage area for cannabis as required by the Security Directive, the credentials of the proposed quality assurance person to meet the good production requirements outlined in Subdivision D of the ACMPR; and the details listed in the quality assurance report relating to premises, equipment and sanitation program. Physical security plans are reviewed and assessed in detail at this stage.

Licensed Producers are required to comply with all applicable provincial/territorial and municipal laws, including zoning restrictions, fire and electrical safety, and environmental legislation (e.g. waste management). When applying for a Licence to Produce, a security clearance application form must be submitted for the following individuals:

- the proposed senior person in charge;
- the proposed responsible person in charge;
- the proposed alternate responsible person(s) in charge (if applicable);
- if a producer’s licence is issued to an individual, that individual; and
- if a producer’s licence is issued to a corporation, each officer and director of the corporation.

On November 1, 2017, RMMI received email correspondence from Health Canada confirming RM is in the Detailed Review and Security Clearance Process stage.

Stage 3: Issuance of Licence to Produce

Once Health Canada confirms that the requirements of the ACMPR have been met, and the applicant successfully completes the Detailed Review and Security Clearance Process stage, a Licence to Produce will be issued.

Prior to commencing operations, RMMI is currently waiting for Health Canada to issue RM a Licence to Produce. While RMMI expects RM to receive a Licence to Produce in the near future, there is no guarantee that such licence will be granted, nor can RMMI predict the timing of the grant of such licence by Health Canada. However, management believes that a Licence to Produce is forthcoming and in anticipation of such issuance, RMMI has commenced the renovation and re-development of the RM Property. RMMI expects to have ordered and installed cultivation equipment for use at the RM Property by the time a Licence to Produce is issued. For information on the RM Property and its use, see under the heading titled “*General Development and Business of the Corporation – RM Property*”.

Stage 4: Introductory Inspection (as cultivation begins)

Under the ACMPR and as a condition of being granted a License to Produce, a Licensed Producer is required to notify Health Canada as cultivation begins. Once notified, Health Canada will schedule an initial inspection to verify that the Licensed Producer is meeting the requirements of the ACMPR including, but not limited to, the physical security requirements for the site, record-keeping practices and application of SOPs and to confirm that the activities being conducted by the Licensed Producer are in accordance with those indicated on the licence.

Stage 5: Pre-Sales Inspection

When RM wishes to add the activity of sale to an existing licence, if one is obtained, an amendment application must be submitted to the Office of Medical Cannabis. Health Canada will then schedule an inspection to verify that RMMI is meeting the requirements of the ACMPR including, but not limited to, SOP adherence, packaging, labelling, shipping, and record keeping prior to allowing the sale or provision of product.

Stage 6: Issuance of Licence to Sell

Prior to issuing a License to Sell, Health Canada reviews the following information to establish compliance with the ACMPR and to determine if the sale of cannabis products is likely to create a risk to public health, safety or security:

- (a) results of the pre-sale inspection;
- (b) information submitted in the amendment application to add the activity of sale to the licence; and
- (c) any other relevant information.

Upon completion of review by Health Canada and assuming RM has first obtained a Licence to Produce, an amended licence, one which includes the activity of sale, may be issued to RM. When and if an amended licence is issued, and subject to its specific terms, RM may begin supplying cannabis products to registered clients, other Licensed Producers and/or other parties named in subsection 22(2) of the ACMPR. Health Canada issues separate licences for dried marijuana, plants and/or cannabis oil. At the current time, the Licence to Produce and the Licence to Sell are valid for three years and subject to renewal by Health Canada.

Health Canada requires rigorous testing of cannabis products provided by Licensed Producers. A Licensed Producer is subject to a wide variety of compliance and enforcement activities conducted by Health Canada after it has received its licence. For instance, Health Canada will typically perform unannounced inspections on a Licensed Producer’s facility to ensure adequate security measures and production practices are in place.

In January 2018, Health Canada again revised the ACMPR, modifying the requirements for vault storage of cannabis products and video surveillance of Licensed Producers’ facilities. The change reflected four years of data and nearly 1,000 physical inspections of facilities that demonstrated that the previous regulations were not aligned with the existing evidence of risk to public health and safety. Health Canada stated that since the first licence was granted under the MMPR program in June 2013, no incidents of cannabis products being diverted to the illegal market has occurred.¹²

¹² Source: https://www.canada.ca/en/health-canada/news/2018/01/statement_from_healthcanadaphysicalsecurityrequirementsforproduc.html.

This change means that Licensed Producers are no longer required to have 24/7 video surveillance of cultivation, propagation or harvesting areas. Video monitoring and records of all entries and exits at all access points to these areas is still required.

In addition, Licensed Producers are no longer required to meet the vault and storage measures outlined in the existing “Directive on Physical Security Requirements for Controlled Substances”.¹³ Instead, Licensed Producers are required to store cannabis within a secure area of their facility. The area must be secured with physical barriers, an intrusion detection system, and 24/7 visual monitoring and recording capability. A record of the identity of every person entering or exiting the storage area must be maintained, and access to those areas must be restricted to those whose presence is required by their work responsibilities.

As at May 25, 2017, Health Canada reported that they have received 1,665 applications and 428 applications are in process, 265 applicants have been refused, 69 applications were withdrawn and 858 applications were incomplete and returned. As of June 14, 2018, 109 Licensed Producers applications have been granted, representing 6% of the applications that had been submitted as of May 25, 2017.¹⁴

Recent Regulatory Developments

On November 21, 2017, Health Canada released a consultation paper entitled “Proposed Approach to the Regulation of Cannabis” (the “**Consultation Paper**”). Recognizing the Government of Canada’s commitment to bringing the proposed *Cannabis Act* into force, the Consultation Paper, among other things, sought to solicit public input and views on the appropriate regulatory approach to a recreational cannabis market by building upon established regulatory requirements that are currently in place for medical cannabis.

The Consultation Paper is divided into the following seven major categories:

1. Licences, Permits and Authorizations;
2. Security Clearances;
3. Cannabis Tracking System;
4. Cannabis Products;
5. Packaging and Labelling;
6. Cannabis for Medical Purposes; and
7. Health Products and Cosmetics Containing Cannabis.

On March 19, 2018, Health Canada published comments received during public consultation on the matters contained in the Consultation Paper. Respondents were generally in favour of the proposed licences and permits, the proposed tracking system, and proposals regarding medical cannabis and health products and cosmetics containing marijuana. In respect of security clearances, the majority of respondents were in favour of persons with non-violent or low-risk criminal history being able to obtain a licence. Support varied with respect to proposals surrounding edibles and other cannabis related products. Health Canada had published specific details regarding packaging and labelling requirements. Some respondents suggested additional requirements to include more information on the label, with mixed reviews regarding packaging and branding restrictions. In response to the comments, Health Canada clarified what labelling requirements might be by indicating that the labelling and branding requirements might be similar to the strict requirements applicable to tobacco packaging rather than the relatively relaxed requirements applicable to the packaging of alcohol products.

1. Licences, Permits and Authorizations

The Consultation Paper proposed different types of authorizations based on the activity being undertaken and, in some cases, the scale of the activity. Rules and requirements for different categories of authorized activities would be proportional to the public health and safety risks posed by each category of activity. The types of proposed authorizations include: (i) cultivation; (ii) processing; (iii) sale to the public for medical purposes and nonmedical

¹³ Source: https://www.canada.ca/en/health-canada/news/2018/01/statement_from_healthcanadaphysicalsecurityrequirementsforproduc.html.

¹⁴ Source: <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/licensed-producers/application-process-becoming-licensed-producer.html>.

purposes in provinces and territories that have not enacted a retail framework; (iv) analytical testing; (v) import/export; and (vi) research.

A Licence to Produce would allow for both large-scale and small-scale (i.e. micro) growing of cannabis, subject to a stipulated threshold. Industrial hemp and nursery licences would also be issued as a subset of cultivation licences. Health Canada is considering a number of options for establishing and defining a “micro-cultivator” threshold, such as plant count, size of growing area, total production, or gross revenue. Part of the stated purpose of the Consultation Paper is to solicit feedback from interested stakeholders regarding the most appropriate basis for determining what such threshold should be.

The Consultation Paper proposed that all licences issued under the proposed *Cannabis Act* would be valid for a period of no more than five years and that no licensed activity could be conducted in a dwelling-house. The Consultation Paper proposes to permit both outdoor and indoor cultivation of cannabis. The implications of the proposal to allow outdoor cultivation are not yet known, but such a development could be significant as it may reduce start-up capital required for new entrants in the cannabis industry. It may also ultimately lower prices as capital expenditure requirements related to growing outside are typically much lower than those associated with indoor growing.

2. Security Clearances

It is proposed that select personnel (including individuals occupying a “key position”, directors, officers, large shareholders and individuals identified by the Minister of Health of Canada (the “**Minister of Health**”)) associated with certain licences issued under the *Cannabis Act* would be obliged to hold a valid security clearance issued by the Minister of Health. The Consultation Paper would enable the Minister of Health to refuse to grant security clearances to individuals with associations to organized crime or with past convictions for, or an association with, drug trafficking, corruption or violent offences. This is the approach in place today under the ACMPR and other related regulations governing the licenced production of cannabis for medical purposes.

Health Canada acknowledges in the Consultation Paper that there are individuals who may have histories of nonviolent, lower-risk criminal activity (for example, simple possession of cannabis, or small-scale cultivation of cannabis plants) who may seek to obtain a security clearance so they can participate in the legal cannabis industry. It has been proposed that the Minister of Health would be authorized to grant security clearances to any individual on a case-by-case basis. Part of the purpose of the Consultation Paper is to solicit feedback from interested parties on the degree to which such individuals should be permitted to participate in the legal cannabis industry.

3. Cannabis Tracking System

As currently proposed under the proposed *Cannabis Act*, the Minister of Health would be authorized to establish and maintain a national cannabis tracking system. The purpose of this system would be to track cannabis throughout the supply chain to help prevent diversion of cannabis into the illicit market, and out of, the legal market. The Consultation Paper proposed to provide the Minister of Health with the authority to make a ministerial order that would require certain persons named in such order to report specific information about their authorized activities with cannabis, in the form and manner specified by the Minister.

4. Cannabis Products

The Consultation Paper proposes to permit the sale to the public of dried cannabis, cannabis oil, fresh cannabis, cannabis plants, and cannabis seeds. It is proposed that the sale of edible cannabis products and concentrates (such as hashish, wax and vaping products) would only be permitted within one year following the coming into force of the proposed *Cannabis Act*.

The Consultation Paper acknowledges that a range of product forms should be allowed in order to aid the legal cannabis industry in displacing the illegal market. Additional product forms that are mentioned in the Consultation Paper include “pre-rolled” cannabis and vaporization cartridges manufactured with dried cannabis. Specific details related to these new products are to be set out in a subsequent regulatory proposal.

5. *Packaging and Labelling*

The Consultation Paper proposes requirements pertaining to the packaging and labelling of cannabis products. Such requirements would promote informed consumer choice and allow for the safe handling and transportation of cannabis. Consistent with the requirements under the ACMPR, the Consultation Paper proposes that all cannabis products to be packaged in a manner that is tamper-evident and child-resistant.

While minor allowances for branding would be permitted, Health Canada is proposing strict limits on the use of colours, graphics, and other special characteristics of packaging, and products would be required to be labelled with specific information about the product, contain mandatory health warnings similar to tobacco products, and be marked with a clearly recognizable standardized cannabis symbol.

6. *Cannabis for Medical Purposes*

The proposed medical access regulatory framework would remain substantively the same as currently exists under the ACMPR, with proposed adjustments to create consistency with rules for non-medical use, improve patient access, and reduce the risk of abuse within the medical access system.

7. *Health Products and Cosmetics Containing Cannabis*

Under the current legislative framework, the CDSA and the FDA work together in establishing strict parameters for the sale of health products and cosmetics containing controlled substances, such as cannabis. Currently, cannabis is listed as a controlled substance under the CDSA and it is also subject to the FDA because it meets the definition of a drug. The FDA aims to protect and promote the health of Canadians by regulating the safety, efficacy and quality of health products that are approved with health claims, such as prescription and non-prescription drug products for human and veterinary use, natural health products, veterinary health products and medical devices. These health products can only be sold if they have been approved by Health Canada following a scientific review. The FDA also sets out regulations for cosmetics. All cosmetics sold in Canada must be safe to use and must meet the requirements of the FDA and applicable regulations relating to cosmetics.

In keeping with the objectives of the proposed *Cannabis Act* to legalize and regulate cannabis, and the health and safety mandate of the FDA, Health Canada intends to maintain a scientific, evidence-based approach for health products with cannabis that are approved with health claims. These products will be subject to the requirements of the FDA and applicable regulations and will need to meet the requirements for safety, efficacy and quality. Under the Consultation Paper, the use of cannabis-derived ingredients (other than certain hemp seed derivatives containing no more than 10 parts per million THC) in cosmetics, which is currently prohibited, is proposed to be permitted and subject to provisions of the proposed *Cannabis Act*.

Advertising and Promotions

Bill C-45 prohibits any promotion, packaging and labeling of cannabis that could be appealing to young persons or encourage its consumption, while allowing consumers to have access to information with which they can make informed decisions about the consumption of cannabis.

In particular, Division 2 of Bill C-45 provides for broad restrictions on the promotion, packaging and labeling, display, and sale and distribution of cannabis and cannabis accessories. The promotion, packaging and labeling, display and sale and distribution of cannabis and cannabis accessories will be strictly controlled to prevent persons under the age of 18 from being exposed to such activities and to prevent the encouragement of consumption of cannabis. As such, the promotion, packaging and labeling, display and sale and distribution of cannabis and cannabis accessories will take place in a highly regulated environment.

Following the passage of the proposed Bill C-45 by the Federal House of Commons on November 27, 2017, the legislation is now before the Senate where it will be subject to further debate and study.

As of the date of this prospectus, the Corporation does not have any reporting requirements under the ACMPR. If the Corporation becomes licensed under the ACMPR, it will then be subject to these reporting requirements. The

Responsible Person In Charge (“**RPIC**”) and the Quality Assurance Person (“**QAP**”) are responsible for ensuring that the Corporation meets its reporting requirements under the ACMPR.

Reporting Requirements under the ACMPR

With respect to the management and administration of RMMI, the ACMPR requires that:

- (a) in order to confirm any information submitted in support of an application for, or amendment or renewal of a licence, an inspector may, at any time during normal business hours and with the reasonable assistance of RMMI, inspect the site in respect of which the application was made;
- (b) if RMMI experiences a theft of cannabis or an unusual waste or disappearance of cannabis that cannot be explained on the basis of normally accepted business activities, RMMI must report the occurrence to a member of a police force within 24 hours after becoming aware of it and provide a written report to the Minister of Health within 10 days after becoming aware of the occurrence;
- (c) RMMI must apply for and obtain the Minister’s approval before making a change involving the replacement or the addition of: (i) the senior person in charge; (ii) the Responsible Person in Charge and, if applicable, the alternate Responsible Person in Charge; (iii) an officer or director; or (iv) an individual authorized to place an order for cannabis on behalf of the Licensed Producer;
- (d) the Minister must be notified not later than five days after the event, if a person ceases to be an officer or director of RMMI;
- (e) the Minister must be notified not later than the next business day if the Responsible Person in Charge of RMMI ceases to carry out his or her duties and there is no person designated as an alternate Responsible Person in Charge; and
- (f) RMMI is required to notify the Minister, within five days after such change, of any change to the method used for keeping records or the telephone number, the facsimile number, or the email address for RMMI’s site or each building within the site where the activities are conducted under the Licences.

With respect to prospective patients (if any) of RMMI and cannabis-based pharmaceutical products provided or sold by the RMMI in the future (if any), the ACMPR will require that:

- (a) in respect of fresh or dried cannabis or cannabis oil provided or sold, the Minister must be provided with a case report for each serious adverse reaction to the substance within 15 days after the day on which the Licensed Producer becomes aware of the reaction.
- (b) RMMI annually prepare and maintain a summary report that contains a concise and critical analysis of all adverse reactions to fresh or dried cannabis or cannabis oil provided or sold by the RMMI that have occurred during the previous 12 months (the serious adverse reaction reports and annual summary reports must be retained for a period of 25 years after the day on which they were made).
- (c) RMMI report any new dried cannabis equivalency factor determined under section 79 of the ACMPR, and the method used to determine it, at least 10 days before RMMI sells or provides fresh cannabis, dried cannabis or cannabis oil, in respect of which the label referred to in section 84 or 88 of the ACMPR indicates the new factor, to a patient.
- (d) RMMI, if provided with the given name, surname, date of birth and gender of an individual by a member of a Canadian police force who requests information in the course of an investigation under the CDSA or the ACMPR, verify in a reasonable manner that the person requesting the information is a member of a Canadian police force. If the person is verified as a member of a Canadian police force, RMMI must provide as soon as practicable, within 72 hours after receiving the request, the following information to that Canadian police force:
 - an indication of whether or not the individual is one of RMMI’s patients or an individual who is responsible for one of RMMI’s patients;

- Part 2 of the ACMPR and, if so, whether the patient's registration with the producer is for the purpose of obtaining an interim supply of fresh or dried cannabis or cannabis oil, cannabis plants or seeds, or both; and
 - the daily quantity of dried cannabis that is specified in the medical document supporting the patient's registration or that is specified in that individual's registration with the Minister made under Part 2 of the ACMPR.
- (e) RMMI provide the Minister with any information that the Minister may require in respect of the records, documents and information referred to in Division 2 of the ACMPR, in the form and at the times that the Minister specifies.

As of the date of this prospectus, the Corporation does not have any reporting requirements as a licensee. Once the Corporation becomes a Licensed Producer, if at all, it will then be subject to these reporting requirements. The RPIC and the QAP are responsible for ensuring that the Corporation meets its reporting requirements under the ACMPR.

Reporting Requirements under the Licences

Health Canada released an Information Bulletin titled, "Licensed Producers' Reporting Requirements"¹⁵ to provide an overview of the information Licensed Producers must provide to Health Canada on a monthly basis. Licensed Producers must provide the following information to the Office of Controlled Substances for the previous month on or before the 15th day of each month:

- (a) with respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the amounts produced, as well as the amounts received from another Licensed Producer as follows: (i) total amount produced in the reporting period; (ii) amount released for sale in the reporting period; (iii) amount of fresh and dried marijuana produced in the reporting period and intended for extraction activities; and (iv) amount received from other Licensed Producers during the reporting period;
- (b) with respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount sold or transferred to the following during the reporting period: (i) registered clients; (ii) other Licensed Producers; and (iii) licensed dealers;
- (c) with respect to fresh and dried marijuana and cannabis oil, Licensed Producers must report as of the final day of the reporting period the amounts held in inventory as follows: (i) total amount held in inventory; (ii) amount intended for sale but not yet approved held in inventory; (iii) amount approved for sale held in inventory; (iv) amount of samples in inventory; and (v) amount of fresh and dried marijuana intended for extraction activities held in inventory;
- (d) with respect to cannabis seeds and marijuana plants, Licensed Producers must report: (i) the total number of plants held in inventory; (ii) the number of plants destined to be sold as starting material held in inventory; (iii) the total weight of seeds held in inventory; and (iv) the number and weight of seeds destined to be sold as starting material held in inventory;
- (e) Licensed Producers must also include in their report the total amounts ready to be destroyed, but still held in inventory on the final day of the reporting period;
- (f) total amount of cannabis lost or stolen during the reporting period;
- (g) with respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount: (i) that was destroyed during the reporting period; and (ii) of waste (e.g., plants, leaves, twigs) destroyed during the reporting period;
- (h) with respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount returned during the reporting period;

¹⁵ Source: <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/licensed-producers/policies-directives-guidance-information-bulletins/licensed-producers-reporting-requirements.html>.

- (i) Licensed Producers must report the total number of shipments sent to the following during the reporting period: (i) registered clients; (ii) registered clients for interim supply; (iii) other Licensed Producers; and (iv) licensed dealers;
- (j) Licensed Producers must report the total number of shipments sent to the following in each province and territory: (i) registered clients; (ii) registered clients for interim supply; other Licensed Producers; and (iii) licensed dealers;
- (k) average daily amount of marijuana for medical purposes authorized;
- (l) median daily amount of marijuana for medical purposes authorized;
- (m) list of ten highest unique daily authorized amounts and the frequency with which they occur;
- (n) cannabis with which they are conducting research and development activities;
- (o) list of daily authorized amounts in specified increments:
 - a. 0 to 1 grams,
 - b. 1.1 to 2 grams,
 - c. 2.1 to 3 grams,
 - d. 3.1 to 4 grams,
 - e. 4.1 to 5 grams,
 - f. 5 to 10 grams,
 - g. 10 to 15 grams, and
 - h. > 15 grams;
- (p) total number of shipments to registered clients per each 10-gram interval between 0 and 150 grams;
- (q) list of all health care practitioners who have completed medical documents for cannabis for medical purposes for registered clients and their location;
- (r) list of all nurse practitioners who have completed medical documents for cannabis for medical purposes for registered clients and their location;
- (s) cannabis with which they are conducting R&D activities; and
- (t) activities with respect to cannabis products, other than marijuana or cannabis oil (e.g. cannabis resin).

Competitive Conditions

RMMI believes that the market for its anticipated products is growing and Health Canada has issued a limited number of licences under the ACMPR to produce and sell medical marijuana. As of June 14, 2018, there are 109 Licensed Producers approved by Health Canada. RMMI expects significant competition from other companies operating in the ACMPR regime. In addition, recreational adult-use cannabis is anticipated to become legal in Canada by summer 2018. While RMMI expects a high level of competition to continue into the cannabis cultivation marketplace, management believes that RMMI will be competitive in such marketplace.

If and when such a licence is granted by Health Canada, RM will be a Licensed Producer under the ACMPR using aeroponic cultivation technologies. The use of aeroponics technology is expected to help produce cannabis at lower costs, give higher yields and produce consistent, high quality products. As the demand for medical marijuana increases, RMMI believes that new competitors will continue to attempt to enter the market. Additionally, Health Canada may accelerate its processing of applications which may result in an acceleration in the rate at which applicants become Licensed Producers. However, RMMI believes that due to the complex regulatory environment for cannabis and significant capital requirements for production and cultivation facilities and operations, subsequent Licensed Producers entering the industry will have diminished access to capital. RMMI plans to make strategic capital

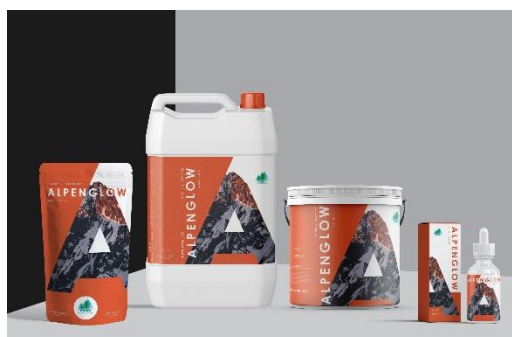
investments in infrastructure in order to allow it to operate competitively. Management expects that this will allow RMMI to achieve sustainable margins in an increasingly competitive market. RMMI's use of aeroponic for cultivation of marijuana is expected to provide distinct and identifiable cost advantages over conventional grow methods. Aeroponics does not require pots or soil, thus eliminating the need to purchase and dispose of these two materials for every cultivation cycle. Aeroponics easily facilitates the recycling and reuse of water, an option that is unavailable using conventional grow methods. Precise monitoring of plant health and the ability to adjust nutrient and water flow on a table by table basis, facilitates the accurate dispensing of water and nutrients to plants, dramatically reducing waste. The ability to control lighting and ambient temperature and humidity based on data provided by sensors within the aeroponic system may also allow for efficient use of energy.

As of September 30, 2017, there were 235,621 registered patients under the ACMPR. This is a 139% increase over the 98,460 registered patients at the end of September 2016. The number of Health Canada registered patients has consistently grown in each month on record. Sales of dried cannabis to registered patients in the period from July 1, 2017 to September 30, 2017, totaled 5,905 kg, and sales of cannabis oil totaled 7,669 kg. These sales figures represent an increase of 24% for dried cannabis and 217% for cannabis oil over the same quarter in the previous year.¹⁶

Marketing and Sales

Should RM successfully obtain a License to Produce and a License to Sell, RMMI intends to distribute via wholesale to large-chain distributors of medical marijuana products as permitted by the Licences. **The Corporation has no foreseeable plans to distribute into the United States marijuana market.**

The Corporation has selected "Alpenglow Cannabis" as a potential brand name for its future cannabis products. Prior to Closing, the Corporation intends to register a trade name with respect to its use of "Alpenglow Cannabis".



Notes:

(1) The picture above is for illustrative purposes only.

Employees

As of the date of this prospectus, RMMI has three full time employees, one part time employee and two independent contractors and consultants.

USE OF PROCEEDS

The Corporation's working capital as at March 31, 2018 was \$3,729,414. The net proceeds to the Corporation from the Offering will be \$3,867,500 from the Minimum Offering and \$8,000,000 from the Maximum Offering (before the exercise of the Over-Allotment Option and assuming no Offered Shares are sold to President's List purchasers) after deducting the Agents' Fee (assuming the Agents elect to have the entire amount of the Agents' Fee paid cash), the Corporate Finance Fee, but before deducting the estimated expenses to complete the Offering of approximately \$400,000 for the Minimum Offering and \$400,000 for the Maximum Offering.

The net funds expected to be available to the Corporation upon completion of the Offering are as follows:

¹⁶Source: Health Canada website www.canada.ca/en/healthcanada/services/drugs-health-products/medical-use-marijuana/licensed-producers/market-data.html.

	Net Funds Available on Completion of the Minimum Offering (\$)	Net Funds Available on Completion of the Maximum Offering (\$)
Net proceeds from the Offering	3,867,500	8,000,000
Working capital at March 31, 2018	3,729,414	3,729,414
Total Funds Available (unaudited)	7,596,914	11,729,414

RMMI intends to use the net proceeds of the Offering (assuming no exercise of the Over-Allotment Option) in the twelve months following the Closing Date as follows:

	Estimated Amount to be Expended (Minimum Offering) (\$)	Estimated Amount to be Expended (Maximum Offering) (\$)
Development of RM Property	5,750,000	6,850,000
Costs to secure Licences	150,000	650,000
Investment in future expansion	-	2,250,000
General and administrative expense	1,350,000	1,500,000
Unallocated working capital	346,914	479,414
Total Use of Funds (unaudited)	7,596,914	11,729,414

Upon completion of the Offering, RMMI expects that its working capital will be sufficient to execute the Corporation's business plan and to pay its administrative costs for at least twelve months following the Closing Date. The Corporation intends to spend the net funds available to it as stated in this prospectus. If the Over-Allotment Option is exercised in full, the Corporation will receive an additional amount of \$580,125 in net proceeds assuming the Minimum Offering and \$1,207,500 in net proceeds assuming the Maximum Offering (after deducting the Agent's Fee (assuming the Agents elect to have the entire amount of the Agents' Fee paid in cash), the Corporate Finance Fee, but before deducting the estimated costs to complete the Offering). Any amount received by the Corporation upon the exercise of the Over-Allotment Option will be used for working capital and general corporate purposes. The above noted allocation represents the Corporation's intention with respect to the net use of proceeds of the Offering based on current knowledge and planning by management of the Corporation. There may be circumstances, where, for sound business reasons, the Corporation reallocates the use of proceeds from the Offering.

BUSINESS OBJECTIVES AND MILESTONES

The primary business objectives for the Corporation over the next twelve months following the Closing Date are as follows:

Business Objective	Status and Milestones	Estimated Costs related to Business Objective (Minimum Offering) (\$)	Estimated Costs related to Business Objective (Maximum Offering) (\$)	Anticipated Time Period
Receipt of Licence to Produce	<ul style="list-style-type: none"> On-going communication with Health Canada as they assess RM's application 	50,000	50,000	Present to date of receipt of Licence to Produce
Development of RM Property	<ul style="list-style-type: none"> General contractor engaged Development of engineering plans Receipt of development permit from Newell County Selection of cultivation equipment Ordering and receipt of cultivation equipment Installation and testing of cultivation equipment 	5,750,000	6,850,000	Present to Fall 2018
Receipt of Licence to Sell under Health Canada's ACMPR	<ul style="list-style-type: none"> Ordering of marijuana clones⁽¹⁾ Cultivate one test crop Ordering, receipt, installation and testing of extraction equipment 	100,000	600,000	After receipt of Licence to Produce and Health Canada inspection of one test crop
Investment in future expansions	<ul style="list-style-type: none"> Future expansions include development of additional production buildings on the RM Property and the identification, examination and acquisition of additional properties 	-	2,250,000	On-going
TOTAL		6,000,000	9,850,000	

Notes:

(1) A cannabis clone is a small piece of a plant that has been cut off from a parent plant and then given an opportunity to make roots of its own.

Unallocated Funds in Trust or Escrow

Unallocated funds will be deposited in RMMI's bank account and added to the working capital of RMMI. The chief financial officer ("CFO") of RMMI is responsible for the supervision of all financial assets of RMMI. Based on RMMI's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

DIVIDEND POLICY

The Corporation has not declared or paid a dividend. Other than the requirements of the ABCA, there are no restrictions on the Corporation that would prevent it from paying a dividend. However, at this time, the Board of Directors intends to retain any future earnings (when available) for reinvestment in the Corporation's business, and therefore, has no current intention to declare or pay dividends on the Common Shares in the foreseeable future. Any future determination to pay dividends on the Common Shares will be at the sole discretion of the Board of Directors after considering a variety of factors and conditions existing from time to time including its earnings, financial condition and other relevant factors.

SELECTED FINANCIAL INFORMATION

The following table sets out selected financial information of RM for the period from incorporation (i.e. December 16, 2016) to December 31, 2016 and for the year ended December 31, 2017 and for the three months ended March 31, 2018. The selected financial information of RM has been derived from the RM Financial Statements. Prospective purchasers should read the selected financial information provided below in conjunction with RM Financial Statements and the accompanying notes and the RM MD&A, a copy of which is attached under Appendix "FS-1" and Appendix "FS-2", respectively of this prospectus.

Item	Three months ended March 31, 2018 (unaudited)	Year Ended December 31, 2017 (audited)	From the Date of Incorporation to Year ended December 31, 2016 (audited)
Statement of Financial Position Data			
Cash	\$3,763,734	\$2,391,489	\$788,680
Total Assets	\$4,855,326	\$2,560,666	\$788,680
Current and Total Liabilities	\$74,290	\$81,209	Nil
Shareholders' Equity	\$4,781,036	\$2,479,457	\$788,680
Statement of Loss and Comprehensive Loss Data			
General and Administrative Expenses	\$167,628	\$473,011	Nil
Net loss and comprehensive loss	\$307,928	\$558,711	Nil
Loss per basic and diluted share	\$0.03	\$0.09	Nil
Summary of Cash Flow Data			
Cash used in operating activities	(\$198,590)	(\$409,729)	Nil
Cash used in investing activities	(\$924,622)	(\$125,000)	Nil
Cash provided by financing activities	\$2,495,457	\$2,137,538	\$788,680
Net increase in Cash	\$1,372,245	\$1,602,809	\$788,680

As of the date of this prospectus, RMMI has no operations and the sole asset of the Corporation is the RM Shares it directly owns. See “*Corporate Structure*”.

MANAGEMENT’S DISCUSSION AND ANALYSIS

The RM MD&A is attached under Appendix “FS-2” – *RM MD&A*.

DESCRIPTION OF THE SECURITIES DISTRIBUTED AND SHARE CAPITAL

The Offered Shares are Common Shares. As of the date of this prospectus, the Corporation's share capital consists of: (i) an unlimited number of Common Shares; and (ii) an unlimited number of Preferred Shares, of which 11,779,700 Common Shares are issued and outstanding.

Following is a summary of the rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares. The summary below is subject to and qualified in its entirety by reference to the Corporation's Articles of Incorporation and by-laws which will be available under our profile on SEDAR at www.sedar.com.

Common Shares

RMMI is authorized to issue an unlimited number of Common Shares, without nominal or par value. The Common Shares shall permit holders thereof to the following rights: (a) vote at any meeting of shareholders of the Corporation; (b) receive any dividend declared by the Corporation; and (c) receive the remaining property of the Corporation upon dissolution.

Preferred Shares

RMMI is authorized to issue an unlimited number of Preferred Shares. The Preferred Shares have the following rights: (a) Preferred Shares may be issued from time to time in one or more series and the Board of Directors may fix the number of Preferred Shares to be issued in series and the designation, rights, privileges, restrictions and conditions attaching to each series; (b) each series shall with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, in preference over the Common Shares, and over any other shares of the Corporation; and (c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

CONSOLIDATED CAPITALIZATION

The following table sets out the consolidated capitalization of the Corporation as at December 31, 2017 and as at March 31, 2018 before and after giving effect to the Offering and upon exercise of the Over-Allotment Option. This table must be read in conjunction with the RM Financial Statements, its accompanying notes and the Management's Discussion and Analysis contained in this prospectus. Since March 31, 2018, there has been no material change to the Corporation's consolidated share capital. See "*Selected Financial Information*", "*Management's Discussion and Analysis*", "*Appendix 'FS-1' – RM Financial Statements*" and "*Appendix 'FS-2' – RM MD&A*".

Following Completion of the Offering ⁽¹⁾					
	As at December 31, 2017 (audited)	As at March 31, 2018 (unaudited)	After giving effect to the Minimum Offering	After giving effect to the Maximum Offering	After giving effect to the Maximum Offering and exercise of the Over-Allotment Option
Cash	\$2,391,489	\$3,763,734	\$7,631,234	\$11,763,734	\$12,971,234
Share Capital and Warrants					
Share Capital.....	\$1,719,292	\$4,095,092	\$7,962,592	\$12,095,092	\$13,302,592
Warrants.....	\$1,213,586	\$1,224,932	\$1,224,932	\$1,224,932	\$1,224,932
Total Shareholder's Equity/Total Capitalization	\$2,479,457	\$4,781,036	\$8,648,536	\$12,781,036	\$13,988,536

Notes:

(1) After deducting the Agent's Fee, the Corporate Finance Fee (assuming the Agents elect to have the entire amount of the Agents' Fee paid in cash), but before deducting the estimated costs to complete the Offering.

OPTION AND OTHER RIGHTS TO PURCHASE SECURITIES

Options

The Board of Directors intends to establish an Equity Incentive Plan, under which options may be granted to the Corporation's directors, officers, employees and consultants. For a summary of the terms of the Equity Incentive Plan, see "*Executive Compensation — Equity Incentive Plan*". The following table sets forth certain information in respect of options to purchase Common Shares that are outstanding as of the date of this prospectus and that are anticipated to be outstanding at Closing. The options below were granted as stand-alone options and are not governed by the Equity Incentive Plan, which is yet to come into effect. See also "*Executive Compensation — Stock Options and other Compensation Securities*".

Group (Number in Group)	Number of Options to acquire Common Shares (#)	Exercise Price per Common Share ⁽¹⁾ (\$ (weighted average))	Expiry Date
Current and former executive officers ("Executives") of the Corporation (2 persons).....	420,000 225,000	0.25 1.00	March 31, 2022 March 5, 2023
Current and former directors of the Corporation, excluding Executives (4 persons).....	200,000 160,000	0.25 1.00	March 31, 2022 March 5, 2023
Current and former employees of the Corporation (2 persons).....	75,000	1.00	March 5, 2023
Consultants (1 person).....	50,000	1.00	March 5, 2023
TOTAL	1,130,000	0.59	N/A

Notes:

(1) This table does not include the Agents' Fee Shares (if any) and Agents' Warrant Shares. See "*Plan of Distribution*".

Warrants

In connection with prior financings of RM, the company issued warrants from time to time, the terms of which are set forth in the following table. Each warrant is exercisable into one Common Share of the Corporation. See “*Corporate Structure – Restructuring Transaction*”.

Number of Warrants (#) ⁽¹⁾	Securities Underlying the Warrants	Exercise Price (\$)	Expiry Date
1,874,000	Common Shares	1.25	June 30, 2019

Notes:

- (1) The warrants were initially issued to former holders of common shares of RM, and were granted to certain securityholders of RMMI pursuant to the Restructuring Transaction. See note (3) under the table included in “*Prior Sales – RMMI*”.

Broker Warrants

In connection with prior financings of RM, the company issued broker warrants from time to time, the terms of which are set forth in the following table. Each broker warrant is exercisable into one Common Share of the Corporation. See “*Corporate Structure – Restructuring Transaction*”.

Number of Broker Warrants ⁽¹⁾ (#)	Securities Underlying the Broker Warrants	Exercise Price (\$)	Expiry Date
169,290	Common Shares	1.00	March 31, 2019
77,528	Common Shares	0.90	June 30, 2018

Notes:

- (1) As part of the Restructuring Transaction, the broker warrants were issued to the former holders of broker warrants of RM on the basis of one broker warrant of RMMI for each issued and outstanding broker warrants of RM. See “*History and Development of the Business*”.

PRIOR SALES

RMMI

The following table summarizes the issuance of Common Shares or securities convertible into Common Shares in the 12 month period prior to the date of this prospectus.

Date of Issuance	Number and Type of Securities	Issue/Exercise Price per Security (\$)
April 1, 2018	11,779,700 Common Shares ⁽¹⁾	\$0.01 - \$1.00 ⁽⁶⁾
April 1, 2018	1,130,000 options ⁽²⁾	\$0.25 - \$1.00 ⁽⁷⁾
April 1, 2018	1,890,666 warrants ⁽³⁾	\$1.25
April 1, 2018	246,818 broker warrants ⁽⁴⁾	\$1.00
February 13, 2018	1 Common Share ⁽⁵⁾	\$1.00

Notes:

- (1) As part of the Restructuring Transaction, Common Shares were issued to the former holders of RM Shares on the basis of one Common Shares for each issued and outstanding RM Share. See “*Corporate Structure – Restructuring Transaction*”.
- (2) As part of the Restructuring Transaction, options were issued to the former holders of options of RM on the basis of one option of RMMI for each issued and outstanding options of RM. See “*Corporate Structure – Restructuring Transaction*”.
- (3) As part of the Restructuring Transaction, warrants were issued to the former holders of warrants of RM on the basis of one warrant of RMMI for each issued and outstanding warrants of RM. See “*Corporate Structure – Restructuring Transaction*”.
- (4) As part of the Restructuring Transaction, the broker warrants were issued to the former holders of broker warrants of RM on the basis of one broker warrant of RMMI for each issued and outstanding broker warrants of RM. See “*Corporate Structure – Restructuring Transaction*”.
- (5) This initial Common Share was redeemed as part of the Restructuring Transaction.

- (6) RM completed a number of private placements before the completion of the Restructuring Transaction. These private placements were for the issuance of common shares of RM or units (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The securities issued under the private placements of RM ranged from \$0.01 to \$1.00 per share or per unit, as applicable.
- (7) RM issued options to certain directors and officers of RM on March 31, 2017, with each option having an exercise price of \$0.25 per option share of RM. On March 5, 2018, RM issued additional options to certain executives, directors, employees and consultants with each option having an exercise price of \$1.00 per option share of RM. See “*Options and Other Rights to Purchase Securities – Options*”.

RM

The following table summarizes the issuance of RM Shares or securities convertible into RM Shares from the date of RM’s incorporation to the date of this prospectus.

Common Shares

Date of Issuance	Number and Type of Securities ⁽¹⁾	Issue/Exercise Price per Security (\$)
March 3, 2018	110,000 RM Shares ⁽²⁾	\$0.75
February 7, 2018	1,745,428 RM Shares ⁽³⁾	\$1.00
February 7, 2018	100,000 RM Shares ⁽⁴⁾	\$0.75
January 19, 2018	753,000 RM Shares ⁽⁵⁾	\$1.00
December 28, 2017	1,774,000 RM Shares ⁽⁶⁾	\$0.75
December 28, 2017	464,272 RM Shares ⁽⁷⁾	\$0.25
April 24, 2017	100,000 RM Shares ⁽⁸⁾	\$0.25
March 6, 2017	45,000 RM Shares ⁽⁹⁾	\$0.25
March 3, 2017	660,000 RM Shares ⁽¹⁰⁾	\$0.21
January 31, 2017	3,412,000 RM Shares ⁽¹¹⁾	\$0.25
December 31, 2016	2,216,000 RM Shares ⁽¹²⁾	\$0.25
December 22, 2016	400,000 RM Shares	\$0.01

Notes:

- (1) Numbers are presented on a post-consolidated basis. See “*Glossary – RM Securities Consolidation*”.
- (2) Certain holders of warrants exercised said warrants. The warrants had an exercise price of \$0.75 per warrant.
- (3) As part of the final tranche of the RM Share Financing, RM Shares were issued to the former holders of RM Shares for the subscription price of \$1.00 per RM Share.
- (4) Certain holders of warrants exercised said warrants pursuant to the Early Exercise Program. The warrants had an exercise price of \$0.75 per warrant. See “*History and Development of Business*”.
- (5) As part of the first tranche of the RM Share Financing, RM Shares were issued to the former holders of RM Shares for the subscription price of \$1.00 per RM Share.
- (6) Certain holders of warrants exercised said warrants pursuant to the Early Exercise Program. The warrants had an exercise price of \$0.75 per warrant. See “*History and Development of Business*”.
- (7) Certain holders of broker warrants exercised said broker warrants. The broker warrants had an exercise price of \$0.25 per broker warrant.
- (8) As part of the final tranche of the RM Unit Financing, RM units were issued to subscribers (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The units issued under the final tranche of the RM Unit Financing were offered at a subscription price of \$0.25 per unit.
- (9) As part of the RM Unit Financing, RM Shares were issued to an agent or broker in respect of its role in the RM Unit Financing. See “*History and Development of Business*”.
- (10) As part of the third tranche of the RM Unit Financing, RM units were issued to subscribers (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The units issued under the third tranche of the RM Unit Financing were offered at a subscription price of \$0.25 per unit.
- (11) As part of the second tranche of the RM Unit Financing, RM units were issued to subscribers (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The units issued under the second tranche of the RM Unit Financing were offered at a subscription price of \$0.25 per unit.
- (12) As part of the first tranche of the RM Unit Financing, RM units were issued to subscribers (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The units issued under the first tranche of the RM Unit Financing were offered at a subscription price of \$0.25 per unit.

Options

Date of Issuance	Number and Type of Securities⁽¹⁾	Issue/Exercise Price per Security (\$)
March 5, 2018	510,000 RM options ⁽²⁾	\$1.00
March 31, 2017	620,000 RM options ⁽³⁾	\$0.25

Notes:

- (1) Numbers are presented on a post-consolidated basis. See “*Glossary – RM Securities Consolidation*”.
- (2) On March 5, 2018, RM issued options to certain executives, directors, employees and consultants with each option having an exercise price of \$1.00 per option share of RM.
- (3) On March 31, 2017, RM issued options to certain executives, directors, employees and consultants with each option having an exercise price of \$0.25 per option share of RM.

Warrants

Date of Issuance	Number and Type of Securities⁽¹⁾	Issue/Exercise Price per Security (\$)
February 7, 2018	100,000 RM warrants ⁽²⁾	\$1.25
December 28, 2017	1,774,000 RM warrants ⁽²⁾	\$1.25
April 24, 2017	50,000 RM warrants ⁽³⁾	\$0.75
March 3, 2017	330,000 RM warrants ⁽⁴⁾	\$0.75
January 31, 2017	1,706,000 RM warrants ⁽⁵⁾	\$0.75
December 31, 2016	1,108,000 RM warrants ⁽⁶⁾	\$0.75

Notes:

- (1) Numbers are presented on a post-consolidated basis. See “*Glossary – RM Securities Consolidation*”.
- (2) As part of the Early Exercise Program, RM issued new share purchase warrants to certain former RM share purchase warrant holders. See “*History and Development of Business*”.
- (3) As part of the final tranche of the RM Unit Financing, RM units were issued to subscribers units (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The share purchase warrants issued under the final tranche of the RM Unit Financing have an exercise price of \$0.75 per share purchase warrant.
- (4) As part of the third tranche of the RM Unit Financing, RM units were issued to subscribers units (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The share purchase warrants issued under the third tranche of the RM Unit Financing have an exercise price of \$0.75 per share purchase warrant.
- (5) As part of the second tranche of the RM Unit Financing, RM units were issued to subscribers units (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The share purchase warrants issued under the second tranche of the RM Unit Financing have an exercise price of \$0.75 per share purchase warrant.
- (6) As part of the first tranche of the RM Unit Financing, RM units were issued to subscribers units (each unit comprised of one common share of RM and one-half of one share purchase warrant of RM). The share purchase warrants issued under the first tranche of the RM Unit Financing have an exercise price of \$0.75 per share purchase warrant.

Broker Warrants

Date of Issuance	Number and Type of Securities ⁽¹⁾	Issue/Exercise Price per Security (\$)
February 27, 2018	50,400 RM broker warrants ⁽²⁾	\$1.00
February 7, 2018	85,080 RM broker warrants ⁽²⁾	\$1.00
January 19, 2018	33,810 RM broker warrants ⁽²⁾	\$1.00
March 6, 2017	179,000 RM broker warrants ⁽³⁾	\$0.25
April 24, 2017	10,000 RM broker warrants ⁽⁴⁾	\$0.25
March 3, 2017	6,000 RM broker warrants ⁽⁴⁾	\$0.25
January 31, 2017	125,200 RM broker warrants ⁽⁴⁾	\$0.25
December 31, 2016	221,600 RM broker warrants ⁽⁴⁾	\$0.25

Notes:

- (1) Numbers are presented on a post-consolidated basis. See “Glossary – RM Securities Consolidation”.
- (2) In connection with the RM Share Financing, certain third party agents or brokers were granted warrants to purchase RM Shares. These broker warrants have an exercise price of \$1.00 per broker warrant. See “History and Development of Business”.
- (3) 134,000 broker warrants were issued to 2012204 Alberta Ltd. of which Mr. Connors is the sole shareholder. 45,000 broker warrants were issued to Eugene Chen Professional Corporation. Both Mr. Connors and Mr. Chen are insiders of the Corporation.
- (4) In connection with the RM Unit Financing, certain third party agents or brokers were granted warrants to purchase RM Shares. These broker warrants have an exercise price of \$0.25 per broker warrant. See “History and Development of Business”.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table sets out the number of securities of each class of securities of the Corporation that, to the knowledge of the Corporation, are anticipated to be held in escrow or subject to a contractual restriction on transfer at Closing, and the percentage that number represents of the outstanding securities of that class.

Designation of Class	Number of Securities held in Escrow or Subject to a Contractual Restriction on Transfer	Following Completion of the Offering	
		Percentage of Class after giving effect to the Minimum Offering	Percentage of Class after giving effect to the Maximum Offering
Common Shares	1,826,668 ⁽¹⁾	13.55%	11.95%
Options	985,000 ⁽²⁾	87.17%	87.17%
Warrants	216,668 ⁽³⁾	11.56%	11.56%
Broker warrants	74,000 ⁽⁴⁾	29.98%	29.98%

Notes:

- (1) Represents the aggregate number of Common Shares beneficially owned, or controlled, or directed, directly or indirectly, by Principals (as defined below).
- (2) Represents the aggregate number of options beneficially owned, or controlled, or directed, directly or indirectly, by Principals (as defined below).
- (3) Represents the aggregate number of warrants beneficially owned, or controlled, or directed, directly or indirectly, by Principals (as defined below).
- (4) Represents the aggregate number of broker warrants beneficially owned, or controlled, or directed, directly or indirectly, by Principals (as defined below).

Section 3.5 of NP 46-201 provides that all shares of a corporation owned or controlled by a Principal (as defined in NP 46-201) will be subject to escrow at the time of the corporation’s initial public offering, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of such corporation after giving effect to the initial public offering.

Under NP 46-201, a “Principal” is: (a) a person who has acted as a promoter of the Corporation within two years of the date of this prospectus; (b) a director or senior officer of the Corporation at the time of this prospectus; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Corporation’s outstanding securities immediately before and immediately after the Corporation’s initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Corporation’s outstanding securities immediately before and immediately after the Corporation’s initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Corporation. A principal’s spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Corporation held by such a person will be subject to the escrow requirements.

At the time of its initial public offering, an issuer will be classified for the purposes of NP 46-201 as either an “exempt issuer”, an “established issuer” or an “emerging issuer”, as those terms are defined in NP 46-201. The Corporation anticipates that at Closing, it will be classified as an “emerging issuer”. As such, the Corporation anticipates it will be required to enter into an Escrow Agreement among an Escrow Agent and the Principals. Pursuant to the terms of the Escrow Agreement, the Principals will deposit into escrow their Escrowed Securities with the Escrow Agent. The Escrowed Securities will be subject to the following automatic timed releases as set forth below:

Date of Automatic Timed Release⁽¹⁾	Amount of Escrowed Securities Released
On the date the Corporation’s securities are listed on a Canadian Exchange	1/10 of the Escrowed Securities
6 months after the listing date	1/6 of the remaining Escrowed Securities
12 months after the listing date	1/5 of the remaining Escrowed Securities
18 months after the listing date	1/4 of the remaining Escrowed Securities
24 months after the listing date	1/3 of the remaining Escrowed Securities
30 months after the listing date	1/2 of the remaining Escrowed Securities
36 months after the listing date	The remaining Escrowed Securities

Notes:

- (1) Subject to acceleration in accordance with NP 46-201 and CSE policies if the Corporation meets certain requirements.
- (2) The Corporation has appointed Computershare Trust Company of Canada to act as an Escrow Agent.

PRINCIPAL SHAREHOLDERS

As of the date of this prospectus, to the knowledge of the directors and executive officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control over direction over Common Shares carrying in aggregate 10% or more of the votes attached to Common Shares:

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out information regarding our anticipated directors and executive officers at Closing. As of the date of this prospectus, our Board of Directors consists of Earl Connors, Eugene Chen, Dave Guebert, Tony Fairfield and Marc Staniloff. The Corporation’s directors are elected annually and all of the above-noted individuals are expected to hold office until the next annual meeting of holders of Common Shares, at which time they may be re-elected or replaced. The term of office the executive officers expires at the discretion of the Board of Directors.

The following table sets out certain summary information in respect of the current directors and executive officers of the Corporation.

Following Completion of the Offering

Name, Province/State and Country of Residence	Position(s) Held and Director Since	Principal Occupation for the Last Five Years	Common Share Ownership and Percentage prior to the Completion of the Offering	Number and Percentage of Common Shares after giving effect to the Minimum Offering	Number and Percentage of Common Shares after giving effect to the Maximum Offering
Earl Connors <i>Alberta, Canada</i>	Director, Chairman of the Board (February 6, 2018) President and chief executive officer ("CEO") (February 13, 2018)	President and CEO of the Corporation since December 2016. Prior thereto, from July 2016 to November 2016, Mr. Connors was an independent consultant. Between July 2015 and June 2016, Mr. Connors was CEO of TheraCann Corp., and between June 2014 and June 2015, he was the CEO of Benchmark Labs. Mr. Connors acted as an independent consultant between October 2013 and June 2015 and as President of Stimline Services between November 2012 and September 2013.	1,060,000 (9.00%)(¹)	1,060,000 (7.86%)	1,060,000 (6.94%)

Following Completion of the Offering

Name, Province/State and Country of Residence	Position(s) Held and Director Since	Principal Occupation for the Last Five Years	Common Share Ownership and Percentage prior to the Completion of the Offering	Number and Percentage of Common Shares after giving effect to the Minimum Offering	Number and Percentage of Common Shares after giving effect to the Maximum Offering
Eugene Chen ⁽²⁾ <i>Alberta, Canada</i>	Director (February 6, 2018)	Partner at Nerland Lindsey LLP since September, 2016 and principal of Eugene Chen Professional Corporation since May, 2016. Prior thereto, counsel at McMillan LLP from February 2014 to May 2016, partner at Heenan Blaikie LLP from September 2013 to February 2014 and partner at Gowlings Lafleur Henderson LLP from March, 2010 to August 2013.	180,000 ⁽⁶⁾ (1.53%)	180,000 (1.34%)	180,000 (1.18%)
Dave Guebert ⁽³⁾ <i>Alberta, Canada</i>	Director (February 6, 2018)	CFO of Clarocity Corporation since September 2016 and Marret Resource Corp. since August 2008. Mr. Guebert currently is a director of Legend Power Systems Inc. which is listed on the TSXV.	150,000 (1.27%)	150,000 (1.11%)	150,000 (0.98%)
Tony Fairfield ⁽⁴⁾ <i>Alberta, Canada</i>	Director (February 6, 2018)	President of Fairfield Watson & Lewis Inc.	150,000 ⁽⁷⁾ (1.27%)	150,000 (1.11%)	150,000 (0.98%)
Marc Staniloff ⁽⁵⁾ <i>Alberta, Canada</i>	Director (February 6, 2018)	President and CEO of Superior Lodging Corp.	133,334 ⁽⁸⁾ (1.13%)	133,334 (0.99%)	133,334 (0.87%)

Following Completion of the Offering

Name, Province/State and Country of Residence	Position(s) Held and Director Since	Principal Occupation for the Last Five Years	Common Share Ownership and Percentage prior to the Completion of the Offering	Number and Percentage of Common Shares after giving effect to the Minimum Offering	Number and Percentage of Common Shares after giving effect to the Maximum Offering
Peter Cheung <i>Alberta, Canada</i>	CFO	CFO of the Corporation. Previously, Mr. Cheung served as CFO of Ceiba Energy Services Inc. from June 2014 to August 2017 and Petrobank Energy and Resources Ltd. from August 2010 to May 2014.	93,334 (0.79%)	93,334 (0.69%)	93,334 (0.61%)

Notes:

- (1) Mr. Connors has beneficial ownership over all of the Common Shares. The Common Shares are registered in the name of 2012204 Alberta Ltd. of which Mr. Connors is the sole shareholder.
- (2) Member of the Audit Committee, Chair of the CGC.
- (3) Member of the CGC. Chair of the Audit Committee.
- (4) Member of the Audit Committee.
- (5) Member of the CGC.
- (6) Mr. Chen has beneficial ownership over all of the Common Shares. 150,000 of the Common Shares are registered in the name of Eugene Chen Professional Corporation and 30,000 of the Common Shares are registered in Mr. Chen's investment account with a financial institution.
- (7) Mr. Fairfield has beneficial ownership over the Common Shares. The Common Shares are registered in the name of 1085909 Alberta Ltd. of which Mr. Fairfield is a shareholder.
- (8) Mr. Staniloff has beneficial ownership over all of the Common Shares. The Common Shares are registered in the name of Stanbar Investment Consultants Ltd. of which Mr. Staniloff is the sole shareholder.

Director and Executive Officer Biographies

The following is a brief biography of each of the individuals who will comprise our directors and executive officers upon Closing:

Earl Connors

Mr. Earl Connors is the founder of the Corporation, and currently acts as the Corporation's President and CEO. Prior to founding the Corporation, Mr. Connors served as the CEO to a number of private companies and acted as a as an independent consultant to CEO groups. From June 2014 to June 2015, Mr. Connors also consulted to Benchmark Labs, whose business was to apply for LP Status under Healthy Canada's MMPR for their clients. From July 2015 to June 2016, Mr. Connors acted as CEO of TheraCann, which was the rebranding name chosen for Benchmark Labs. From November 2012 to September 2013, he was CEO of Stimline Services, North America. Mr. Connors is a Professional Engineer registered with the Association of Professional Engineers, Geoscientists of Alberta. He holds a Master of Business Administration from the Haskayne School of Business from the University of Calgary and a degree in Mechanical Engineering from the University of Alberta.

Eugene Chen

Mr. Chen is a partner at Nerland Lindsey LLP with over 20 years of experience as a securities, corporate finance and mergers and acquisitions lawyer. He acts for emerging and growth-oriented companies on corporate finance, securities

and mergers & acquisition matters. Mr. Chen holds a Bachelor of Science from the University of Alberta and a Bachelor of Laws from the University of British Columbia.

Dave Guebert

Mr. Dave Guebert is a senior financial executive with over 35 years of experience. He is currently CFO of Clarocity Corporation and Marret Resource Corp. He has served as CFO of a number of public and private enterprises and as a director of several public companies. He currently is a director of Legend Power Systems which is listed on the TSXV. Mr. Guebert is a CPA, CA (Alberta) and also has his CPA designation in Pennsylvania.

Tony Fairfield

Mr. Tony Fairfield is the founder and President of Fairfield, Watson & Lewis Inc., an independent employee benefit consulting firm in Western Canada. His work in the health and benefits insurance industry spans 25 years. Mr. Fairfield is also President of FWC Benefits Inc., a health and dental claims-payment company and President of Benefit Evolution Advisory, a recently-acquired, Edmonton-based employee benefits consulting firm.

Marc Staniloff

Mr. Marc Staniloff serves as the CEO, President and Chairman of Superior Lodging Corp. He has been an independent Director of Holloway Lodging Corporation (Holloway Lodging REIT) since April, 2006. He served as an independent Director of Xtreme Coil Drilling Corp (Xtreme Drilling and Coil Services Corp.) from May, 2005 to May, 2014. He is a Member of the World President's Organization. Mr. Staniloff holds a Bachelor of Commerce degree from the University of Calgary.

Peter Cheung

Mr. Peter Cheung is a senior financial professional who brings over 20 years of experience to RMMI in accounting, treasury, corporate finance, M&A, strategic planning, governance, operations and investment banking. He has led over \$40 billion of financial advisory, M&A, debt and equity offerings and bank credit facility transactions. Mr. Cheung was most recently CFO and Corporate Secretary of Ceiba Energy Services Inc. (TSX-V). Prior to that, Mr. Cheung was the VP Finance and CFO of Petrobank Energy & Resources Ltd (TSX). Mr. Cheung has served on a number of for-profit and not-for-profit Boards.

Share Ownership by Directors and Executive Officers

Upon Closing, the proposed directors and executive officers (as a group) are expected to beneficially own, or exercise control or direction over, a total of 1,766,668 Common Shares, representing approximately 13.11% of the total outstanding Common Shares assuming the Minimum Offering or 11.56% of the total outstanding Common Shares assuming the Maximum Offering (or 1,766,668 Common Shares, representing approximately 12.86% of the total Common Shares assuming the Minimum Offering or 11.18% of the total outstanding Common Shares assuming the Maximum Offering, assuming the full exercise of the Over-Allotment Option in either case).

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders and Bankruptcies

Except as set out below, to the knowledge of the Corporation, no director or executive officer of the Corporation (nor any personal holding company of any of such persons) is, as of the date of this prospectus, or was within ten years before the date of this prospectus, a director, CEO or CFO of any corporation (including the Corporation), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an “**Order**”), that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Mr. Chen was a director of CapGain Properties Inc. (“**CapGain**”) when the Alberta Securities Commission issued a

cease trade order on May 5, 2015 for failure to file its financial statements within the time frame designated under Applicable Securities Laws. A similar order had been issued by the British Columbia Securities Commission on February 3, 2015. Both of these cease trade orders are currently outstanding. Mr. Chen resigned as a director of CapGain on December 31, 2017.

Mr. Chen was a director of Poynt Corporation (“**Poynt**”), a publicly traded technology company involved in the mobile local advertising space. On July 5, 2012, Poynt announced it had filed a Notice of Intention to file a Proposal under the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”). On October 31, 2012, the Court of Queen’s Bench of Alberta terminated the stay of proceedings against Poynt upon application by Hardie & Kelly, the trustee appointed under the BIA and Poynt was deemed to have made an assignment into bankruptcy. Mr. Chen resigned as a director of Poynt on October 31, 2012.

Mr. Guebert was the CFO and Vice-President Finance of Times Three Wireless Inc. (“**Times Three**”) from May 2004 to June 2015. On May 6, 2014, the Alberta Securities Commission issued a cease trade order against Times Three for failing to file required annual financial statements and related management’s discussion and analysis and officer certifications. Similar orders were issued by the British Columbia Securities Commission on May 8, 2014, the Manitoba Securities Commission on May 14, 2014, the Ontario Securities Commission on May 26, 2014 and the Quebec Autorité des Marchés Financiers on May 26, 2014. None of the orders have been rescinded. On June 23, 2015, the Court of Queen’s Bench of Alberta issued a bankruptcy order adjudging Times Three to be bankrupt.

Except as set out below, to the knowledge of the Corporation no director or executive officer of the Corporation (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation: (a) is, as of the date of this prospectus, or has been within the ten years before the date of this prospectus, a director or executive officer of any corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

Except as set out below, to the knowledge of the Corporation, no director or executive officer of the Corporation (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflict of Interests

The members of the Board of Directors are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict is required to disclose his or her interest and abstain from voting on such matter. See “*Corporate Governance – Ethical Business Conduct*”.

Other than disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its directors and executive officers or other members of management of the Corporation or of any proposed director, executive officer or other member of management as a result of their outside business interests except that certain of the directors and executive officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies. See “*Corporate Governance – Board of Directors*” and “*Risk Factors*”.

Eugene Chen, one of the Corporation's directors is also a partner at Nerland Lindsey LLP. Nerland Lindsey LLP is the Corporation's legal counsel and provides legal services to the Corporation on a fee for service basis. See "*Experts – Interests of Experts*".

Management

The following table sets out information in respect of each member of management (other than Earl Connors and Peter Cheung) of the Corporation.

Name of the Individual, Age and Educational Background	Position Held and Responsibilities ⁽¹⁾	Employment Status (Employee/ Independent Contractor) & Full Time/Part Time	Principal Occupation for the Last Five Years	Industry Experience
Surinder Singh, age 33, PhD., McGill University, Department of Plant Science, Montreal, Canada	Chief Scientist Mr. Singh is responsible for the selection, application and ongoing improvement of the Corporation's aeroponic and extraction systems in addition to research initiatives from time to time.	Full-time employee. Mr. Sing has entered into a non-disclosure agreement with the Corporation.	Plant Research Scientist, University of Saskatchewan, 2015 to April 2018, Research Fellow/PhD candidate McGill University, 2009-2015	Mr. Singh has been involved in plant science for more than 10 years and specifically during the most recent two years he has been involved in marijuana cultivation and research. During the last 5 years, he has been involved in extraction of oils from various plant sources and ongoing research.
Sunny Dabas, age 33, Master's Degree in Pharmacy, U.P. Technical University, India	Quality Assurance Manager Mr. Dabas is responsible for RM's compliance in all aspects of its quality program in compliance with the ACMPR License to Produce that RM has applied for, the ongoing maintenance and upkeep of the program, all quality assurance reporting requirements and the maintenance and advancement of RM's quality program and standard operating procedures.	Part-time consultant. Mr. Dabas has entered into a non-disclosure agreement with the Corporation.	Pharmacy Assistant – Shoppers Drug Mart, Canada from July 2017 to present, Manager – Regulatory Affairs, Concordia International, Mumbai, India from June 2015 to May 2017, Research Scientist – Regulatory Affairs, Ranbaxy Research and Development Centre, Gurgaon, India from March 2011 to March 2015	Mr. Dabas has over eight years of experience in quality control programs and management for international pharmaceutical companies.

EXECUTIVE COMPENSATION

For the purposes of this section:

“**named executive officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

“**Compensation Securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by a company or one of its subsidiaries for services provided or to be provided, directly or indirectly to a company or any of its subsidiaries.

“**Corporation**” includes reference to RM.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out details of all payments, grants, awards, gifts and benefits paid or awarded to each NEO and director in the two most recently completed financial years:

Table of Compensation excluding Compensation Securities

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Earl Connors President, CEO and Director ⁽¹⁾	2017 2016	150,000	37,500	0	15,317	0	202,817
Peter Cheung, Interim CFO ⁽²⁾	2017 2016	10,000	0	0	0	0	10,000
Eugene Chen, Director	2017 2016	0	0	0	0	0	0

Dave Guebert, Director	2017 2016	0	0	0	0	0	0
Tony Fairfield, Director	2017 2016	0	0	0	0	0	0
Marc Staniloff, Director	2017 2016	0	0	0	0	0	0

Notes:

- (1) Mr. Connors was appointed President and CEO of RM effective January 1, 2017 and was appointed President and CEO of RMMI effective February 13, 2018. See “*Executive Compensation - Termination and Change of Control Benefits*”.
- (2) Mr. Cheung acted as interim CFO of RM effective November 27, 2017 on a consulting basis and was appointed to the position of CFO of RMMI on April 1, 2018. His total annual salary as CFO of the Corporation is \$150,000.

Stock options and other Compensation Securities

The following table sets out details of all compensation securities granted or issued to each director and named executive officer by the Corporation or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$) ⁽¹⁾	Closing price of security or underlying security at year end (\$) ⁽²⁾	Expiry date
Earl Connors, President, CEO and Director	Option	400,000	March 31, 2017	0.25	N/A	N/A	March 31, 2022
Peter Cheung, Interim CFO ⁽²⁾	Option	0	N/A	N/A	N/A	N/A	N/A
Eugene Chen, Director	Option	50,000	March 31, 2017	0.25	N/A	N/A	March 31, 2022
Dave Guebert, Director	Option	50,000	March 31, 2017	0.25	N/A	N/A	March 31, 2022
Tony Fairfield, Director	Option	50,000	March 31, 2017	0.25	N/A	N/A	March 31, 2022
Marc Staniloff, Director	Option	50,000	March 31, 2017	0.25	N/A	N/A	March 31, 2022

Notes:

- (1) The Corporation is a private company and its Common Shares do not trade on the public market. A closing price of the underlying security on date of grant is not available. The options were granted at the last private placement price before the option grant.
- (2) The Corporation is a private company and its common shares do not trade on the public market. A closing price of the underlying security at year end is not available. The last private placement price before year end was \$1.00 per common share.

Exercise of Compensation Securities by Directors or NEOs⁽¹⁾

Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)⁽¹⁾	Date of exercise⁽¹⁾	Closing price per security on date of exercise (\$)⁽¹⁾	Difference between exercise price and closing price on date of exercise (\$)⁽¹⁾	Total value on exercise date (\$)⁽¹⁾
Earl Connors President, CEO and Director	Option	0	N/A	N/A	N/A	N/A	N/A
Peter Cheung, Interim CFO	Option	0	N/A	N/A	N/A	N/A	N/A
Eugene Chen, Director	Option	0	N/A	N/A	N/A	N/A	N/A
Dave Guebert, Director	Option	0	N/A	N/A	N/A	N/A	N/A
Tony Fairfield, Director	Option	0	N/A	N/A	N/A	N/A	N/A
Marc Staniloff, Director	Option	0	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) None of the compensation securities granted or issued to each director and NEO by the Corporation or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries have been exercised.

Equity Incentive Plan

In connection with the Offering, the Corporation intends to adopt an Equity Incentive Plan which will allow for the grant of stock options, RSUs and DSUs to directors, officers, employees and consultants of the Corporation. As of the date of this prospectus, the Board of Directors have yet to approve an Equity Incentive Plan but expects to have such plan in place prior to Closing.

The Equity Incentive Plan will allow for the grant of Options, DSUs and RSUs to officers, directors, employees and consultants of the Corporation with the objective of advancing the interests of the Corporation, its shareholders and subsidiaries by: (i) fostering a proprietary interest in the Corporation and subsidiaries among the executives, directors, consultants and employees; (ii) retaining and attracting qualified executives, directors, consultants and employees for the Corporation and its subsidiaries; and (iii) providing term incentive elements in overall compensation for executives, directors, consultants and employees of the Corporation and its subsidiaries.

The maximum number of Common Shares reserved for issuance, in the aggregate, under the Equity Incentive Plan and all other security-based compensation arrangements of the Corporation will be 10% of the aggregate number of outstanding Common Shares from time to time (calculated on a non-diluted basis and not including Common Shares issuable pursuant to prior options granted by the Corporation). Additionally, pursuant to the terms of the Equity Incentive Plan, without disinterested shareholder approval: (i) the aggregate number of Common Shares reserved for issuance to insiders (as a group) at any point in time may not exceed 10% of the Corporation's issued and outstanding Common Shares; and (ii) the issuance to insiders (as a group), within a one-year period, of an aggregate number of Common Shares may not exceed 10% of the Corporation's issued and outstanding Common Shares.

The Equity Incentive Plan will be administered by the Board, which may delegate authority over the administration and operation of the Equity Incentive Plan to a committee. The Board will have the authority to determine the terms and conditions of any grant of Options or the settlement of DSUs or RSU (in each case an "**Award**") provided that:

with respect to Options:

- vesting will be as set forth in the grant agreement;
- the exercise price per Common Share must not be less than the market value of the Common Shares at the time of the grant; and
- no term may exceed ten years, subject to earlier termination in the event the holder ceases to be an officer, director, employee or consultant of the Corporation or if the Board determines, in its sole discretion, to accelerate the expiry time in connection with a change of control;

with respect to DSUs:

- vesting will be as set forth in the grant agreement; and
- DSUs shall be settled in cash;

with respect to RSUs:

- vesting will be as set forth in the grant agreement; and
- RSUs shall be settled in cash.

with respect to all Awards:

- except as otherwise provided by the Equity Incentive Plan, upon the occurrence of a change of control, vesting of will accelerate only if: (a) the continuing or successor entity fails to substitute or replace the Awards with stock options or restricted stock units of such continuing or successor entity on the same terms and conditions as the Options, DSUs and RSUs; or (b) within 12 months of the change of control, the service, consulting arrangement or employment is terminated other than for cause or such Award holder is constructively dismissed;
- Awards held by a holder who ceases to be an eligible participant under the Equity Incentive Plan: (a) due to termination for cause, terminate immediately; (b) due to resignation, if vested, shall terminate 30 days after the last date the holder was actively at service for the Corporation; (c) due to termination without cause, constructive dismissal or retirement, if vested, shall terminate 90 days after the last date the holder was actively at service for the Corporation; and (d) due to death or disability, continue to vest in accordance with their terms and are exercisable until their original expiry date; and
- Awards are not assignable or transferable, other than for normal estate settlement purposes.

The Board may, in its sole discretion, suspend or terminate the Equity Incentive Plan at any time or from time to time and/or amend or revise the terms of the Equity Incentive Plan or of any Award granted under the Equity Incentive Plan and any grant agreement relating thereto provided that such suspension, termination, amendment, or revision shall:

- not adversely alter or impair any Award previously granted except as permitted by the terms of the Equity Incentive Plan;
- be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the CSE; and
- be subject to shareholder approval, where required by law, the requirements of the CSE or the Equity Incentive Plan.

Subject to the applicable rules of the CSE, the Board may from time to time, in its absolute discretion and without the approval of the shareholders, make changes to the Equity Incentive Plan, which may include:

- any amendment of a “housekeeping” nature, including without limitation those made to clarify the meaning of an existing provision of the Equity Incentive Plan, correct or supplement any provision of the Equity Incentive Plan that is inconsistent with any other provision of the Equity Incentive Plan, correct any grammatical or typographical errors or amend the definitions in the Equity Incentive Plan regarding administration of the Equity Incentive Plan;
- any amendment to the Equity Incentive Plan respecting administration and eligibility for participation under the Equity Incentive Plan; and
- an amendment of the Equity Incentive Plan or an Award as necessary to comply with applicable law or the requirements of the CSE or any other regulatory body having authority over the Corporation, the Equity Incentive Plan, the eligible participants or the shareholders.

As at June 26, 2018, an aggregate of 1,130,000 Common Shares, representing approximately 9.59% of the outstanding Common Shares were issuable pursuant to the prior options granted by RMMI.

Employment, consulting and management agreements

RM entered into an employment agreement with both Mr. Earl Connors and Mr. Peter Cheung. More information in respect of these employment agreements can be found below under the sub heading “*Employee Agreements and Termination and Change of Control Benefits*”.

Employee Agreements and Termination and Change of Control Benefits

The following is a summary of the employment agreement that RM has in place with Mr. Connors and Mr. Cheung. The Mr. Connors and Mr. Cheung’s employment agreements are largely the same barring a few differences as identified below.

Voluntary Termination

- (a) In the event of either Mr. Connors’ or Mr. Cheung’s employment is voluntarily terminated, provided that they provide the requisite written notice of termination, they will be entitled to accrued but unpaid base salary paid to the date of such termination, payable within 30 days following such termination.
- (b) If RM agrees to waive the requisite written notice of termination, in whole or in part, either Mr. Connors or Mr. Cheung shall be paid for the remainder of the notice period at a rate calculated in relation to their current annual base salary, bonus entitlements, performance and/or incentive-based bonus plan awards and benefits payable to them during the notice period, pro-rated accordingly, and ceasing upon the effective date of resignation.

- (c) Notwithstanding the foregoing, unless mutually agreed to by the board of directors of RM and Mr. Connors or Mr. Cheung, if they voluntarily resign from RM, except for “good reason” (as that term is defined in the employment agreements), Mr. Connors or Mr. Cheung will not be entitled to receive any form of termination pay, “separation package” (as that term is defined in the employment agreements) or retiring allowance in relation to said resignation of employment.
- (d) If Mr. Connors or Mr. Cheung provides notice of resignation at any time for Good Reason, they shall be entitled to payment as set forth in subsection (b) above.

Death

If Mr. Connors’ or Mr. Cheung’s employment is terminated by reason of death, then RM shall pay to their estate an amount equal to their current base salary and vacation pay earned by and payable to them up to the date of their death, and any benefits, performance, and/or incentive-based bonus plans or other bonus programs, pro-rated to the date of their death, which shall be paid in conjunction with RM’s regular payment of discretionary bonuses. Mr. Connors’ or Mr. Cheung’s estate shall have no entitlement to any further notice of termination, payment in lieu of notice of termination, severance, continuation of benefits or any damages whatsoever.

Disability

If Mr. Connors or Mr. Cheung becomes disabled, their employment agreement may, at the sole discretion of RM, be considered to be frustrated, and RM may immediately terminate their employment agreement by providing them with the following:

- (a) a lump sum payment equal to six months of their base salary at the date of such termination, in the event they become disabled on or before the two-year anniversary of entering into their employment agreement; or
- (b) a lump sum payment equal to 12 months of their base salary at the date of such termination in the event they becomes disabled any time after the two year anniversary of entering into their employment agreement.

All payments made by RM to Mr. Connors or Mr. Cheung will be less all required statutory deductions. RM will cooperate with Mr. Connors’ and Mr. Cheung’s lawful instructions with respect to tax sheltering any portion of said payments.

If there is a dispute regarding their ability to perform substantially all of their regular duties or the existence or continuation of their disability, RM may, at its sole expense, require Mr. Connors or Mr. Cheung to submit to an examination by a medical doctor licensed to practice medicine, such examinations to be conducted not more frequently than once in any thirty 30-day period.

Upon termination of Mr. Connors’ or Mr. Cheung’s employment pursuant to disability, RM shall have no further obligation or liability to Mr. Connors or Mr. Cheung, with the exception that they shall continue to be entitled to such insurance benefits as they are qualified to receive pursuant to any short term or long-term disability plan. RM will not take any action that will prejudice Mr. Connors’ or Mr. Cheung’s entitlement pursuant RM’s short or long-term disability coverage.

Termination for Cause

If this Mr. Connors’ or Mr. Cheung’s employment is terminated for “cause” (as that term is defined in the employment agreements), then RM shall pay to them an amount equal to their current base salary and vacation pay earned by and payable to them up to the date of their termination, and Mr. Connors or Mr. Cheung shall have no entitlement to any further notice of termination, payment in lieu of notice of termination, severance, continuation of benefits or any damages whatsoever. Participation in all bonus plans or other equity or profit participation plans terminates immediately upon the date of termination and Mr. Connors or Mr. Cheung shall not be entitled to any additional bonus or incentive award, pro rata or otherwise, except as may have been owing to them for RM’s completed fiscal year immediately preceding the date of their termination.

Termination Without Cause or Constructive Dismissal

If Mr. Connors' or Mr. Cheung's employment is terminated without Cause then the following provisions shall apply:

- (a) RM shall pay to them an amount equal to their base salary and vacation pay earned by them and payable to them up to the date of termination, together with any other vacation pay required to comply with applicable employment standards legislation.
- (b) RM shall pay to them their annual bonus entitlement, calculated pro rata for the period up to the date of termination based on achievement of the "planned goals" (as that term is defined in the employment agreements) to such date, such payment(s) being made not later than 30 days following the board of directors of RM's approval of its audited financial statements for the fiscal year to when the date of termination occurs.
- (c) RM shall provide the following package:
 - (i) a lump sum payment equal to Mr. Connors' monthly base salary at the date of termination multiplied by a number of months equal to 12 months (a lump sum payment equal to Mr. Cheung's monthly base salary at the date of termination multiplied by a number of months equal to nine months), plus one month per full or partial year of service completed by him with RM, to a combined maximum of 24 months (for Mr. Cheung, to a combined maximum of 18 months) (collectively, the "**Without Cause Severance Period**"), less any salary paid to him during the period of working notice, if any; plus
 - (ii) full inclusion to and coverage under the benefits program contained in Mr. Connors' or Mr. Cheung's employment agreement for a period of one year after the date of termination; plus
 - (iii) Mr. Connors or Mr. Cheung shall be entitled to the accelerated and immediate vesting of those stock options which would have otherwise vested during the Without Cause Severance Period, if any, and which accelerated stock options may be exercised by them in accordance with the timeframes set out in their stock option agreement, in such circumstances.

All payments made by RM to Mr. Connors or Mr. Cheung will be less all required statutory deductions. RM will cooperate with Mr. Connors' or Mr. Cheung's lawful instructions with respect to tax sheltering any portion of said payments.

Change of Control Payments

If Mr. Connors or Mr. Cheung provides notice of resignation within 180 days after a Change of Control (as that term is defined in the employment agreements), then the following provisions shall apply:

- (a) RM shall pay to them an amount equal to their base salary and vacation pay earned by them and payable to them up to the date of termination, together with any other vacation pay required to comply with applicable employment standards legislation;
- (b) RM shall pay to them their annual bonus entitlement, calculated pro rata for the period up to the date of termination based on achievement of the "planned goals" (as that term is defined in the employment agreements) to such date, such payment(s) being made not later than 30 days following the board of directors of RM's approval of its audited financial statements for the fiscal year to when the date of termination occurs;
- (c) RM shall provide the following package:
 - (i) a lump sum payment equal to Mr. Connors' or Mr. Cheung's monthly base salary at the date of termination multiplied by a number of months equal to 18 months, plus one month per full or partial year of service completed by them with RM, to a combined maximum of 24 months (for Mr. Cheung, to a combined maximum of 18 months) (collectively, the "**Change of Control Severance Period**"), less any salary paid to them during the period of working notice, if any; plus

- (ii) full inclusion to and coverage under the benefits program contained in Mr. Connors' or Mr. Cheung's respective employment agreements for a period of one year after the date of termination; plus
- (iii) Mr. Connors and Mr. Cheung shall be entitled to the accelerated and immediate vesting of those stock options which would have otherwise vested during the Change of Control Severance Period, if any, and which accelerated stock options may be exercised by them in accordance with the timeframes set out in their stock option agreement, in such circumstances.

This entire payment of the "separation package" (as that term is defined in the employment agreements) shall be payable within 30 days following the effective date of Mr. Connors' or Mr. Cheung's resignation. All payments made by RM to Mr. Connors or Mr. Cheung will be less all required statutory deductions. RM will cooperate with Mr. Connors' or Mr. Cheung's lawful instructions with respect to tax sheltering any portion of said payments.

Oversight and description of director and NEO compensation

The Board has established the CGC, who makes decisions regarding all forms of compensation for directors and NEOs, including salaries, bonuses and equity incentive compensation for directors and NEOs, as well as approves corporate goals and objectives relevant to their compensation.

Pension disclosure

The Corporation does not have any pension plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Corporation does not have a deferred compensation plan with respect to any NEO.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The Corporation is not aware of any individuals who are either current or former executive officers, directors or employees of the Corporation or any of its subsidiaries and who have indebtedness outstanding as at the date of this prospectus (whether entered into in connection with the purchase of securities of the Corporation or otherwise) that is owing to: (i) the Corporation or any of its subsidiaries, or (ii) another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

The Corporation is relying on the exemption provided in section 6.1 of NI 52-110 – *Audit Committees* ("**NI 52-110**") in order to provide the disclosure required under Form 52-110F2 – *Disclosure by Venture Issuers*. Section 6.1 of NI 52-110 provides that the Corporation as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Composition of the Audit Committee

The Audit Committee consists of three directors, two of whom are independent. They are also all financially literate in accordance with NI 52-110. The members of the Audit Committee are Dave Guebert (Chair), Eugene Chen and Tony Fairfield.

For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the Audit Committee have experience reviewing financial statements and dealing with related accounting and auditing issues. The education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee can be found under the heading "*Directors and Executive Officers — Directors and Executive Officer Biographies*".

Audit Committee Charter

The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is attached as Appendix “C” to this prospectus.

The mandate of the Audit Committee is to assist the Board of Directors in fulfilling its financial oversight obligations, including the responsibility: (1) to identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation; (2) to monitor the integrity of our financial reporting process and our internal accounting controls regarding financial reporting and accounting compliance; (3) to oversee the qualifications and independence of our external auditor; (4) to oversee the work of our financial management and external auditor; and (5) to provide an open avenue of communication between the external auditors, the Board of Directors and management.

Pre-Approval Policies and Procedures

Under its charter, the Audit Committee is required to pre-approve all audit and non-audit services to be performed by the external auditors, together with approval of the engagement letter for all non-audit services and estimated fees thereof. The pre-approval process for non-audit services will also involve a consideration of the potential impact of such services on the independence of the external auditors.

External Auditor Service Fees

The following table summarizes the fees billed by the Corporation’s independent auditors, MNP LLP, for external audit and other services performed during the period indicated.

	2016 ⁽⁵⁾	2017
Audit Fees ⁽¹⁾	Nil	\$10,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	\$2,000
All other Fees	Nil	Nil
TOTAL ⁽⁴⁾	Nil	\$12,000

Notes:

- (1) Represents the aggregate fees for services related to the audit of annual financial statements.
- (2) Represents the aggregate fees for assurance and related services not included in Audit Fees.
- (3) Represents the aggregate fees billed for tax compliance, tax advice and tax planning.
- (4) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Corporation’s behalf. These additional costs are not material as compared to the total professional services fees for each year.
- (5) All audit fees from the date of incorporation to December 31, 2016 were accrued in December 31, 2017. The Corporation did not pay any fees to its auditor for the period ended December 31, 2016.

CORPORATE GOVERNANCE

Board of Directors

Overview

The Board of Directors is responsible for supervising the management of our business and affairs. The Board of Directors has adopted a formal mandate setting out its stewardship responsibilities, including its responsibilities for the appointment of management, management of the Corporation, strategic and business planning, monitoring of financial performance, financial reporting, risk management and oversight of the Corporation’s policies and procedures, communications and reporting and compliance. A copy of the mandate of the Board of Directors is attached as Appendix “B” to this prospectus.

The Board of Directors is currently comprised of five directors, namely Earl Connors, Eugene Chen, Dave Guebert, Tony Fairfield and Marc Staniloff.

In addition to the Audit Committee, the Board of Directors have established a Compensation and Governance Committee (the “CGC”) (the Audit Committee and the CGC, collectively, the “Committees”) and has approved charters for each of these committees. A copy of the Audit Committee charter and CGC charter is attached as Appendix “C” and Appendix “D”, respectively to this prospectus. The Board of Directors has delegated to the applicable committee those duties and responsibilities set out in each committee’s charter.

Independence

As of the date of this prospectus, the Board of Directors is comprised of five directors, majority of whom are independent. Under NI 52-110, an independent director is one who is free from any direct or indirect relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with a director’s exercise of independent judgment. The Board of Directors has determined that: (a) Earl Connors as an executive officer of the Corporation, and (b) Eugene Chen as a partner of Nerland Lindsey LLP, the Corporation’s legal counsel, are not considered independent. Each of Dave Guebert, Tony Fairfield and Marc Staniloff are considered independent.

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of management. The Board of Directors will hold regularly scheduled meetings as well as ad hoc meetings from time to time. It is contemplated that in the course of meetings of the Board of Directors or the Committees, the independent directors will hold in-camera sessions at which neither non-independent directors nor management are in attendance.

Other Directorships

The following directors of the Corporation are also directors of other reporting issuers (or the equivalent) in Canada or a foreign jurisdiction:

Name of the Director	Name of Other Reporting Issuer
Marc Staniloff	Holloway Lodging Corporation (TSX)
Dave Guebert	Legend Power Systems Inc. (TSXV)
Eugene Chen	Blacksteel Energy Inc. (TSXV)
	Mkango Resources Ltd. (TSXV)

Orientation and Continuing Education

New directors are provided with an orientation and education program which includes written information about the duties and obligations of directors and the business and operations of the Corporation. New directors are also provided with the opportunity to review documents from recent Board of Directors’ meetings and to participate in meetings and discussions with senior management and other directors. Orientation programs are tailored to meet a director’s individual needs and areas of expertise.

Continuing education opportunities are directed at enabling individual directors to maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Corporation’s affairs remains current. Directors are kept informed as to matters which may impact the Corporation’s operations through regular reports and presentations at Board of Directors and Committee meetings. Non-management directors are encouraged to, and often, attend Committee meetings of which they are not members.

Ethical Business Conduct

The Board of Directors has adopted the Code of Business Conduct and Ethics (the “Code”) which applies to directors, officers and employees. The objective of the Code is to provide guidelines for enhancing our reputation for honesty, integrity and the faithful performance of undertakings and obligations. The Code addresses conflicts of interest, use of Corporation’s assets, disclosure, corporate opportunities, confidentiality, fair dealing and compliance with laws. As

part of the Code, any person subject to the Code is required to avoid any activity, interest (financial or otherwise) or relationship that would create or appear to create a conflict of interest. Directors are responsible for monitoring compliance with the Code, for regularly assessing its adequacy, for interpreting the Code in any particular situation and for approving changes to the Code from time to time. A copy of the Code may be obtained by contacting the Corporation and will be available for review under the Corporation's SEDAR profile at www.sedar.com.

Directors and executive officers are required by applicable law and our corporate governance practices and policies to promptly disclose any potential conflict of interest that may arise. If a director or executive officer has a material interest in an agreement or transaction, applicable law and principles of sound corporate governance require them to declare the interest in writing or by requesting to have it entered in the minutes of meetings of directors or of meetings of Committees, and where required by applicable law, to abstain from voting with respect to such agreement or transaction.

In addition to the Code, the Board of Directors also plans to adopt an Insider Trading Policy, a Corporate Disclosure Policy, and Majority Voting Policy, which complement the obligations of the directors, officers and employees under the Code.

Nomination of Directors

The CGC will also be tasked with seeking and evaluating suitable candidates to serve on the Board. In so doing, the CGC will: (i) consider what competencies and skills the Board of Directors, as a whole, should possess; (ii) assess what competencies and skills each existing director possesses; (iii) recommend to the Board of Directors the necessary and desirable competencies of directors, taking into account the Corporation's strategic direction and changing circumstances and needs; (iv) identify individuals qualified to become new Board of Directors members and recommending to the Board of Directors the new director nominees for the next annual general meeting of shareholders; and (v) annually conduct, review and report to the Board of Directors the results of an assessment of the Board's performance and effectiveness.

The complete and full responsibilities, powers and operation of the CGC will be set out in its charter, a copy of which will be available on the Corporation's website at www.rmml.ca

Compensation Oversight

With respect to compensation, the CGC will: (i) annually review the compensation structure and policies in respect of senior management and recommend any changes to such structure and policies to the Board of Directors for consideration; (ii) recommend any changes to such compensation to the Board of Directors for consideration; and (iii) review the Corporation's incentive compensation and other equity-based plans and recommend changes to such plans to the Board of Directors when necessary, and exercise all authority of the Board of Directors with respect to the administration of such plans; and (iv) annually review directors' compensation and recommend any changes to the Board of Directors for consideration.

Compensation and Governance Committee

The Board of Directors has established the CGC to be comprised of three directors. The members of the CGC are Eugene Chen (Chair), Dave Guebert and Marc Staniloff.

The CGC will fulfill its responsibility by performing the following primary functions: (i) monitoring the composition and performance of the Board of Directors and its standing committees; (ii) overseeing the development and regular assessment of the Corporation's approach to corporate governance issues, and ensuring that such approach supports the effective functioning of the Corporation with a view to the best interests of the Corporation; (iii) overseeing the development and regular assessment of the Corporation's compensation structure for directors and members of senior management; and (iv) the development and regular assessment of the performance of senior management.

The CGC will annually review and assess the performance goals and objectives relevant to the CEO, the CFO and other members of senior management, and recommend any changes to such goals and objectives to the Board of

Directors for consideration. The CGC will also review and assess the Corporation's succession plan for the CEO, CFO, and other members of senior management.

Assessments

As described above, the CGC will be responsible for overseeing and assessing the functioning of the Board of Directors and the committees of the Board. The CGC will annually review and evaluate and make recommendations to the Board of Directors with regard to the size, composition and role of the Board of Directors and its standing committees (including any additional committees to be established) and the methods and processes by which the Board of Directors, committees and individual directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual director effectiveness.

PLAN OF DISTRIBUTION

This prospectus qualifies the distribution of a minimum of 1,700,000 Offered Shares and a maximum of 3,500,000 Offered Shares to the public (and a minimum of 1,955,000 Offered Shares and a maximum of 4,025,000 Offered Shares, upon exercise of the Over-Allotment Option in full). In addition, directors, officers, employees and other investors who have an existing relationship with the Corporation will comprise of the President's List purchasers. The President's List purchasers may purchase Offered Shares up to an aggregate amount of \$1,000,000 as part of the Offering but may purchase additional Offered Shares under the Offering outside of the President's List.

Pursuant to the Agency Agreement, the Corporation has appointed the Agents to act as its agents to conduct the Offering in the Qualifying Jurisdictions on a commercially reasonable efforts basis at the Offering Price for minimum gross proceeds of \$4,250,000 and maximum gross proceeds of \$8,750,000. The Offering Price was determined by arm's length negotiations between the Corporation and the Agents. The Agents have agreed to assist with the Offering on an agency basis but are not obligated to purchase any of the Offered Shares for their own accounts. Closing of the Offering is expected to occur on or about July 13, 2018 or such later date as the Corporation and the Agents may agree. However, there will be no Closing unless the Corporation receives subscriptions for the Minimum Offering.

Pursuant to the Agency Agreement, the Corporation has agreed to pay the Agents Fee, payable in cash or Agents' Fee Shares at the option of the Agents equal to 8% of the gross proceeds of the Offering including the proceeds of the Over-Allotment Option, if applicable, and 4% of the gross proceeds from the President's List purchasers. In addition, the Corporation has agreed to pay the Lead Agent, a non-refundable Corporate Finance Fee equal to 1% of the gross proceeds of the Offering including the proceeds of the Over-Allotment Option, if applicable, to a maximum of \$50,000. In addition, to the above, the Agents and certain registrants comprising of the selling group are also entitled to Agents Warrants in the amount equal to 8% of the Offered Shares sold under the Offering including the Offered Shares sold on exercise of the Over-Allotment Option, if applicable. For the Offered Shares sold to the President's List purchasers, the Agents and certain registrants comprising of the selling group are entitled to Agents Warrants in the amount equal to 4% of the Offered Shares. Each Agents' Warrant is exercisable to purchase one Agents' Warrant Share at a price of \$2.50 at any time prior to the date that is twenty-four months from the Closing Date. The Corporation has agreed to reimburse the Agents for all reasonable expenses incurred in connection with the Offering, which is estimated to be approximately \$400,000, plus applicable taxes and disbursements. This prospectus qualifies the distribution of the Agent' Fee Shares (if any), the Agents Warrants and the Agents' Warrant Shares issuable upon the exercise thereof. Under Applicable Securities Laws, RMMI may only qualify securities issued or paid as compensation to the Agents in respect of the Offering in an amount up to 10% of the Offering (on an as-if-converted basis). As such, the Agents' Warrant Shares in an amount of 8% and the Agents' Fee Shares (if any) in the amount of 2% are qualified by this prospectus.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agents in accordance with the terms of the Agency Agreement. The obligations of the Agents under the Agency Agreement may be terminated at the Agents' discretion upon the occurrence of certain stated events. The Agents are not obligated to purchase any of the Offered Shares under the Offering.

The Corporation has granted to the Agents the Over-Allotment Option, which is exercisable at the sole discretion of the Agents, in whole or in part, at any time and from time to time, until and including the date that is 60 days from the

Closing Date, to purchase, on the same terms as the Offering, up to an aggregate number of additional Common Shares as is equal to 15% of the aggregate number of Common Shares issued pursuant to the Offering to cover over-allotments, if any, and for market stabilization purposes. This prospectus also qualifies the distribution of the Over-Allotment Option and the distribution of the additional Common Shares to be issued by the Corporation upon exercise of the Over-Allotment Option.

A purchaser who acquires Common Shares forming part of the Agents' over-allocation position acquires Common Shares under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In connection with the Offering, the Agents may over-allocate or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market, including:

- stabilizing transactions;
- short sales;
- purchases to cover positions created by short sales;
- imposition of penalty bids; and
- syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing a decline in the market price of the Common Shares while the Offering is in progress. These transactions may also include making short sales of the Common Shares, which involve the sale by the Agents of a greater number of Shares than they are required to purchase in the Offering. Short sales may be "covered short sales", which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked short sales", which are short positions in excess of that amount. The Agents may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Shares in the open market. In making this determination, the Agents will consider, among other things, the price of Shares available for purchase in the open market compared with the price at which they may purchase Shares through the Over-Allotment Option. The Agents must close out any naked short position by purchasing Shares in the open market. A naked short position is more likely to be created if the Agents are concerned that there may be downward pressure on the price of the Common Shares in the open market that could adversely affect purchasers who purchase in the Offering.

In addition, in accordance with rules and policy statements of certain Canadian securities regulators, the Agents may not, at any time during the period of distribution, bid for or purchase Common Shares. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable regulatory authorities and the applicable stock exchange, including the Universal Market Integrity Rules for Canadian Marketplaces, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Common Shares may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Agents at any time. The Agents may carry out these transactions on any stock exchange on which the Common Shares are listed, in the over-the-counter market, or otherwise.

The Corporation has agreed to indemnify the Agents, their affiliates and selling group members and their affiliates and their respective directors, officers, employees, partners, agents, advisors and shareholders from and against any and all losses, claims, actions, suits, proceedings, investigations, damages, liabilities or expenses of whatsoever nature or kind arising directly or indirectly from the Agency Agreement. Notwithstanding the above, the indemnity does not include claims arising from gross negligence, dishonesty or willful misconduct of the Agents.

For a period of one (1) year from the Closing Date and provided the Offering is completed for minimum gross proceeds of \$7,500,000, the Corporation has given the Agents the exclusive right and opportunity to act as agent for any additional offering of securities of the Corporation to be issued and sold in Canada by private placement or public

offering. If the Corporation is intending to proceed with any such issuance or has received a proposal for any such issuance, the Corporation shall provide the Agents a notice of the proposed terms (including the commission payable to that agent) and the Agents shall have an opportunity to respond to the Corporation indicating their desire to act as an agent, or participate in such offering, as the case may be. If the Agents declines, in writing, the Corporation may proceed with such offering through another agent or underwriter, provided the arrangements with such agent or underwriter are entered into within 30 days thereafter.

If the Corporation does not complete the Offering, but the Corporation or any of its affiliate or subsidiary completes a debt or equity financing transaction within 180 days from the date it engaged the Lead Agent with any investors, specifically investors that were introduced by the Agents, the Agents will be entitled to receive immediately upon the completion of such transaction the commissions due and owing and Agents' Warrants calculated based on the amount raised pursuant to such Transaction. Notwithstanding anything above, the Agents shall not be entitled to any amount in the event the Agents voluntarily terminate the Agency Agreement (other than as a result of a material breach by the Corporation) or the Corporation voluntarily terminates the Agency Agreement as a result of a material breach by the Agents.

The CSE has conditionally approved the listing of the Common Shares under the symbol "RMMI". Listing of the Common Shares is subject to the Corporation fulfilling all of the requirements of the CSE, including meeting the CSE listing requirements. There is no guarantee that the CSE will provide approval for the listing of the Common Shares.

As at the date of the prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.).

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act). The Offered Shares being issued under the Offering (including Common Shares issued upon exercise of the Over-Allotment Option) have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Each Agent has agreed that it (or such U.S. broker-dealer affiliates of the Agent that conducts offers and sales in the United States on the Corporation's behalf) will not offer or sell the Offered Shares on the Corporation's behalf within the United States or to, or for the account or benefit of, U.S. Persons, except in accordance with the Agency Agreement. The Agency Agreement provides that offers and sales of the Offered Shares may be made in the United States or to U.S. Persons only pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. In particular, the Agency Agreement provides that the Agent, through its U.S. broker-dealer affiliate(s) may offer and sell the Offered Shares within the United States or to U.S. Persons only to investors which are "accredited investors", as defined in Rule 501(a) of Regulation D of the U.S. Securities Act or entities owned entirely by such investors, provided such offers and sales are made in accordance with Rule 506(b) of Regulation D under the U.S. Securities Act. The Offered Shares which are sold in the United States or to, or for the account or benefit of, U.S. Persons, in reliance on Rule 506(b) of Regulation D under the U.S. Securities Act will be "restricted securities" within the meaning of Rule 144 of the U.S. Securities Act, and certificates representing such securities will contain a legend to the effect that the securities represented thereby have not been registered under the U.S. Securities Act and may only be offered for sale pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

The Offered Shares sold pursuant to the Offering will be registered in the name of CDS and electronically deposited with CDS on the Closing Date. Purchasers of Offered Shares will receive only a customer confirmation from the Agents or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Offered Shares is acquired.

ELIGIBILITY FOR INVESTMENT

In the opinion of Nerland Lindsey LLP, based on the provisions of the Tax Act in force on the date hereof, provided the Offered Shares are fully and unconditionally listed on a designated stock exchange (for which a designation by the Minister of Finance under the Tax Act is in effect, which currently includes the CSE) on the Closing Date, the Offered Shares will, at that time, be qualified investments for Deferred Plans.

Notwithstanding that the Offered Shares may be qualified investments for a trust governed by an RRSP, RRIF, TFSA, RDSP or RESP the annuitant of an RRSP or RRIF, the holder of a TFSA or RDSP, or the subscriber of an RESP, as the case may be, that holds the Offered Shares will be subject to a penalty tax under the Tax Act if the Offered Shares constitute a “prohibited investment” (as defined in the Tax Act) for the trust. The Offered Shares will generally not be a “prohibited investment” for a trust governed by an RRSP, RRIF, TFSA, RDSP or RESP provided the annuitant of the RRSP or RRIF, the holder of the TFSA or RDSP, or the subscriber of an RESP, as the case may be, deals at arm’s length with RMMI for purposes of the Tax Act and does not have a “significant interest” (as defined in the Tax Act) in RMMI.

Prospective investors who intend to hold the Offered Shares in a Deferred Plan should consult their own tax advisors as to whether the Offered Shares will be a prohibited investment in their particular circumstances.

RISK FACTORS

Investing in the Offered Shares involves significant risks. You should carefully consider the risks described below, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this prospectus, and all other information contained in this prospectus, including the RM Financial Statements and RM MD&A. The risks and uncertainties described below are those RMMI currently believe to be material, but they are not the only ones it faces. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, proposed operations and expected cash flows could be materially and adversely affected. In that event, the market price of our Offered Shares could decline and you could lose part or all of your investment.

Risks Related to the Corporation’s Business

The Corporation is a development stage company with no operating history.

The Corporation’s operations are predicated on Health Canada issuing to RM a Licence to Produce. The Corporation is attempting to enter into a business by capitalizing on an opportunity that has emerged and continues to emerge as a result of the changing regulatory framework with respect to the legalization of the cannabis industry in Canada. In the absence of any operating history, and the lack of historical financial information for the Corporation and its subsidiary, purchasers will find it difficult to evaluate the Corporation’s prospects for success. Prospective purchasers should consider the risks and difficulties the Corporation might encounter, especially given the Corporation’s lack of an operating history and, there is no assurance that the Corporation will be successful and the likelihood of success must be considered in light of its relatively early stage of development.

As the Corporation is yet to commence operations, it is extremely difficult to make accurate predictions and forecasts of its finances. This is compounded by the fact the Corporation intends to operate in the cannabis industry, which is rapidly transforming. There is no guarantee that the Corporation’s products or services will be attractive to potential consumers.

The Corporation is reliant on licences to produce medical marijuana products in Canada which it does not currently hold.

The Corporation’s ability to grow, store and sell medical marijuana and other cannabis products in Canada is dependent on securing the appropriate licences from Health Canada. As of the date of this prospectus, the Corporation’s application to Health Canada for a Licence to Produce is still under review. While RMMI expects to receive a Licence to Produce in the future, RMMI cannot guarantee that such licence will be granted and if granted,

the timing of such grant. Failure to comply with the requirements of any licence application or failure to obtain the appropriate licences from Health Canada would have a material adverse impact on the future business, financial condition and operating results of the Corporation. There is no guarantee that Health Canada will issue the required Licences.

There is no assurance that the Corporation will turn a profit or generate immediate revenues or pay dividends.

There is no assurance as to whether the Corporation will earn revenues, be profitable, or pay dividends. The Corporation has incurred and anticipates that it will continue to incur substantial expenses relating to the development and initial operation of its business.

The payment and amount of any future dividends will depend upon, among other things, the Corporation's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

The Corporation is subject to changes in Canadian laws, regulations and guidelines which could adversely affect the Corporation's future business, financial condition and results of operations.

The Corporation's operations will be subject to various laws, regulations and guidelines relating to the manufacture, management, packaging/labelling, advertising, sale, transportation, storage and disposal of medical marijuana. The Corporation's operations will further be subject to laws and regulations relating to drugs, controlled substances, health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines due to matters beyond the control of the Corporation may have adverse effects on its operations. The Corporation endeavours to comply with all relevant laws, regulations and guidelines. To the best of the Corporation's knowledge, as of the date hereof, the Corporation is in compliance with all such applicable laws, regulations and guidelines.

On June 30, 2016, the Government of Canada established the Task Force to seek input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. On December 13, 2016, the Task Force completed its review and published a report outlining its recommendations. On April 13, 2017, the Government of Canada released Bill C-45, which proposes the enactment of the proposed *Cannabis Act*, to regulate the production, distribution and sale of cannabis for unqualified adult use, with a target implementation date of no later than July 1, 2018. However, it is unknown if this regulatory change will be implemented at all. Several recommendations from the Task Force include, but are not limited to, permitting home cultivation, potentially easing barriers to entry into a Canadian recreational marijuana market, and easing restrictions on advertising and branding, could materially and adversely affect the future business, financial condition and results of operations of the Corporation. The recommendation of the Task Force will be considered by the Government of Canada as a new framework for recreational marijuana is developed and it is possible that such developments could significantly adversely affect the future business, financial condition and results of operations of the Corporation.

Uncertainty about the Corporation's ability to continue as a going concern.

The Corporation is in the development stage and will continually seek additional capital, mergers, acquisitions, joint ventures, partnerships and other business arrangements to expand its operations and product offerings in the medical cannabis industry with the goal of growing its revenue. The Corporation's ability to continue as a going concern is dependent upon its ability in the future to grow its revenue and achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Corporation. There can be no certainty that such funds will be available at terms acceptable to the Corporation. These conditions indicate the existence of material uncertainties that may cast significant doubt in respect of the Corporation's ability to continue as a going concern.

The Corporation's actual financial position and results of operations may differ materially from the expectations of the Corporation's management.

The Corporation's actual financial position and results of operations may differ materially from management's expectations. The Corporation's expected revenue, net income and cash flow projections and forecast may differ materially from the Corporation's actual revenue, net income and cash flow (if any). The process for estimating the Corporation's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Corporation's financial condition or results of operations.

The Corporation expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations.

The Corporation expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Corporation's results of operations, financial condition and cash flows (if any). In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Corporation's 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 Corporation. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue (if any) enough to offset our higher operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described in this prospectus, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If we are unable to achieve and sustain profitability, the market price of our Offered Shares may significantly decrease.

There are factors which may prevent the Corporation from the realization of growth targets.

The Corporation is currently in early development stage. The Corporation's growth strategy contemplates building and renovating the RM Property. There is a risk that these required renovations will not be completed on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these "Risk Factors" and the following:

- delays in obtaining, or conditions imposed by, regulatory approvals;
- facility design errors;
- environmental pollution; non-performance by third party contractors; increases in materials or labour costs; construction performance falling below expected levels of output or efficiency;
- breakdown, aging or failure of equipment or processes;
- contractor or operator errors;
- operational inefficiencies;
- labour disputes, disruptions or declines in productivity; inability to attract sufficient numbers of qualified workers; disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions or storms.

The Corporation may not be able to develop its products, which could prevent it from ever becoming profitable.

If the Corporation cannot successfully develop, manufacture and distribute its products, as planned, or if the Corporation experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, the Corporation may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect the Corporation's ability to effectively enter the market. A failure by the Corporation to achieve a low-cost structure through economies of scale or improvements in cultivation and manufacturing processes would have a material adverse effect on the Corporation's commercialization plans and the Corporation's business, prospects, results of operations and financial condition.

The Corporation may not be able to effectively manage its growth and operations, which could materially and adversely affect its business.

The Corporation has no history of operations. If the Corporation implements its business plan as intended, it may in the future experience rapid growth and development in a relatively short period of time. The management of this growth will require, among other things, continued development of the Corporation's financial and management controls and management information systems, stringent control of costs, the ability to attract and retain qualified management personnel and the training of new personnel. Failure to successfully manage its possible growth and development could have a material adverse effect on the Corporation's business and the value of the Offered Shares.

If the Corporation is unable to attract and retain key personnel, it may not be able to compete effectively in the cannabis market.

The Corporation's success has depended and continues to depend upon its ability to attract and retain key management, including the Corporation's CEO, technical experts and sales personnel. The Corporation will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The Corporation's inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on the Corporation's business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Corporation, results of operations of the business and could limit the Corporation's ability to develop and market its cannabis-related products. The loss of any of the Corporation's senior management or key employees could materially adversely affect the Corporation's ability to execute our business plan and strategy, and the Corporation may not be able to find adequate replacements on a timely basis, or at all. The Corporation does not maintain key person life insurance policies on any of our employees.

The Corporation faces competition from other companies that may have higher capitalization, more experienced management or may be more mature as a business.

An increase in the companies competing in this industry could limit the ability of the Corporation to expand its operations. Current and new competitors may be better capitalized, with a longer operating history, more expertise and able to develop higher quality equipment or products, at the same or a lower cost. The Corporation cannot provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures faced by the Corporation could have a material adverse effect on its business, operating results and financial condition. In addition to licensed operations, illicit or "black-market" cannabis operations remain abundant and present substantial competition to the Corporation. In particular, illicit operations, despite being largely clandestine, are not required to comply with the extensive regulations that the Corporation must comply with to conduct business, and accordingly may have significantly lower costs of operation.

The Corporation's industry is experiencing rapid growth and consolidation that may cause the Corporation to lose key relationships and intensify competition.

The cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Corporation in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Corporation to expend greater resources to meet new or additional competitive threats, all of which could harm the Corporation's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Corporation's industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact its profitability.

The size of the Corporation's target market is difficult to quantify and investors will be reliant on their own estimates on the accuracy of market data.

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the

Corporation and, few, if any, established companies whose business model the Corporation can follow or upon whose success the Corporation can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Corporation. There can be no assurance that the Corporation's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. The Corporation regularly purchases and follows market research.

The Corporation may be unable to adequately protect its proprietary and intellectual property rights.

The Corporation's ability to compete may depend on the superiority, uniqueness and value of any intellectual property and technology that it may develop. To the extent the Corporation is able to do so, to protect any proprietary rights of the Corporation, the Corporation intends to rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, any of the following occurrences may reduce the value of any of the Corporation's intellectual property:

- patents in the cannabis industry involve complex legal and scientific questions and patent protection may not be available for some or any products;
- the Corporation's applications for trademarks and copyrights relating to its business may not be granted and, if granted, may be challenged or invalidated;
- issued patents, trademarks and registered copyrights may not provide the Corporation with competitive advantages;
- the Corporation's efforts to protect its intellectual property rights may not be effective in preventing misappropriation of any its products or intellectual property;
- the Corporation's efforts may not prevent the development and design by others of products similar to or competitive with, or superior to those the Corporation develops;
- another party may obtain a blocking patent and the Corporation would need to either obtain a licence or design around the patent in order to continue to offer the contested feature or service in its products; or
- the expiration of patent or other intellectual property protections for any assets owned by the Corporation could result in significant competition, potentially at any time and without notice, resulting in a significant reduction in sales. The effect of the loss of these protections on the Corporation and its financial results will depend, among other things, upon the nature of the market and the position of the Corporation's products in the market from time to time, the growth of the market, the complexities and economics of manufacturing a competitive product and regulatory approval requirements but the impact could be material and adverse.

The Corporation may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Corporation relating to intellectual property rights.

The Corporation may be forced to litigate to enforce or defend its intellectual property rights, to protect its trade secrets or to determine the validity and scope of other parties' proprietary rights. Any such litigation could be very costly and could distract its management from focusing on operating the Corporation's business. The existence and/or outcome of any such litigation could harm the Corporation's business. Further, in the future, because the content of much of the Corporation's intellectual property concerns will involve cannabis and other activities that are not legal in some state jurisdictions or under federal law, the Corporation may face additional difficulties in defending its intellectual property rights in the future.

The Corporation may become subject to litigation, including for possible product liability claims, which may have a material adverse effect on the Corporation's reputation, business, results from operations, and financial condition.

The Corporation may be named as a defendant in a lawsuit or regulatory action. The Corporation may also incur uninsured losses for liabilities which arise in the ordinary course of business, or which are unforeseen, including, but not limited to, employment liability and business loss claims. Any such losses could have a material adverse effect on the Corporation's business, results of operations, sales, cash flow or financial condition.

Further, the administration of medical substances to humans can result in product liability claims by consumers. Product liability claims can be expensive, difficult to defend and may result in large judgments or settlements against the Corporation. The Corporation may not be able to obtain or maintain adequate insurance or other protection against potential liabilities arising from product sales. Product liability claims could also result in negative perception of the

Corporation's products or other reputational damage which could have a material adverse effect on the Corporation's business, results of operations, sales, cash flow or financial condition.

The Corporation's operations are subject to environmental regulation in the various jurisdictions in which it operates.

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

Government environmental approvals and permits are currently, and may in the future be required in connection with the Corporation's operations. To the extent such approvals are required and not obtained, the Corporation may be curtailed or prohibited from its proposed business activities or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Corporation may be required to compensate those suffering loss or damage due to its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Failure to successfully integrate acquired businesses, its products and other assets into the Corporation, or if integrated, failure to further the Corporation's business strategy, may result in the Corporation's inability to realize any benefit from such acquisition.

The Corporation may grow by acquiring other businesses. The consummation and integration of any acquired business, product or other assets into the Corporation may be complex and time-consuming and, if such businesses and assets are not successfully integrated, the Corporation may not achieve the anticipated benefits, cost-savings or growth opportunities. Furthermore, these acquisitions and other arrangements, even if successfully integrated, may fail to further the Corporation's business strategy as anticipated, expose the Corporation to increased competition or other challenges with respect to the Corporation's products or geographic markets, and expose the Corporation to additional liabilities associated with an acquired business, technology or other asset or arrangement.

When the Corporation acquires cannabis businesses, it may obtain the rights to applications for licences as well as licences; however, the procurement of such applications for licences and licences generally will be subject to governmental and regulatory approval. There are no guarantees that the Corporation will successfully consummate such acquisitions, and even if the Corporation consummates such acquisitions, the procurement of applications for licences may never result in the grant of a licence by any state or local governmental or regulatory agency and the transfer of any rights to licences may never be approved by the applicable state and/or local governmental or regulatory agency.

The Corporation may continue to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders.

There is no guarantee that the Corporation will be able to achieve its business objectives. The continued development of the Corporation will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Corporation going out of 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 favourable to the Corporation.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior

to those of holders of Offered Shares. The Corporation's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Corporation have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Common Shares will be issued by the Corporation on the exercise of options under the Equity Incentive Plan, if adopted, and upon the exercise of outstanding convertible securities. In addition, from time to time, the Corporation may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Corporation'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 Corporation to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Corporation may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Corporation's ability to pursue its business objectives.

If you purchase the Offered Shares under this Offering, you will experience substantial and immediate dilution, because the price that you pay will be substantially greater than the net tangible book value per share of the Offered Shares that you acquire. This dilution is due in large part to the fact that our earlier investors will have paid substantially less than the Offering Price when they purchased their Common Shares.

The cultivation of cannabis includes risks inherent in an agricultural business including the risk of crop loss, sudden changes in environmental conditions, equipment failure, product recalls and others.

The Corporation's future business involves the growing of medical marijuana, 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 the Corporation 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.

The cultivation of cannabis involves a reliance on third party transportation which could result in supply delays, reliability of delivery and other related risks.

In order for customers of the Corporation to receive their product, the Corporation will rely on third party transportation services. This can cause logistical problems with and delays in patients obtaining their orders and cannot be directly controlled by the Corporation. Any delay by third party transportation services may adversely affect the Corporation's financial performance.

Moreover, security of the product during transportation to and from the Corporation's facilities is critical due to the nature of the product. A breach of security during transport could have material adverse effects on the Corporation's business, financials and prospects. Any such breach could impact the Corporation's future ability to continue operating under its licences or the prospect of renewing its licenses.

The Corporation is reliant on key inputs, such as water and utilities, and any interruption of these services could have a material effect on the Corporation's finances and operation results.

The Corporation's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Corporation. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Corporation.

The Corporation may be subject to product recalls for product defects self-imposed or imposed by regulators.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of the Corporation's products are recalled due to an alleged product defect or for any other reason, the Corporation could be required to incur the

unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Corporation may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Corporation has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Corporation's significant brands were subject to recall, the image of that brand and the Corporation could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Corporation's products and could have a material adverse effect on the results of operations and financial condition of the Corporation. Additionally, product recalls may lead to increased scrutiny of the Corporation's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Corporation currently has insurance coverage; however, because the Corporation operates within the cannabis industry, there are additional difficulties and complexities associated with such insurance coverage.

The Corporation believes that it and its subsidiaries currently have insurance coverage with respect to workers' compensation, general liability, directors' and officers' insurance, fire and other similar policies customarily obtained for businesses to the extent commercially appropriate; however, because the Corporation is engaged in and operates within the cannabis industry, there are exclusions and additional difficulties and complexities associated with such insurance coverage that could cause the Corporation to suffer uninsured losses, which could adversely affect the Corporation's business, results of operations, and profitability. There is no assurance that the Corporation will be able to fully utilize such insurance coverage, if necessary.

The expansion of the medical cannabis industry may require new clinical research into effective medical therapies, when such research has been restricted in the U.S. and is new to Canada.

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although the Corporation believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this prospectus or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could have a material adverse effect on the demand for the Corporation's products with the potential to lead to a material adverse effect on the Corporation's business, financial condition and results of operations.

Under Canadian regulations, a Licensed Producer of cannabis may have restrictions on the type and form of marketing it can undertake which could materially impact sales performance.

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

The Corporation could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Corporation.

The Corporation is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Corporation that violates: (a) government regulations; (b) manufacturing standards; (c) federal and provincial healthcare fraud and abuse laws and regulations; or (d) laws that

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

The Corporation will be reliant on information technology systems and may be subject to damaging cyber-attacks.

The Corporation has entered into agreements with third parties for IT services in connection with its operations. The Corporation'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 Corporation'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 Corporation's reputation and results of operations.

The Corporation 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 Corporation will not incur such losses in the future. The Corporation'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 Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The Corporation may be subject to breaches of security at its facilities, or in respect of electronic documents and data storage and may face risks related to breaches of applicable privacy laws.

Given the nature of the Corporation's product and its lack of legal availability outside of channels approved by the Government of Canada, as well as the concentration of inventory in its facilities, despite meeting or exceeding Health Canada's security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of the Corporation's facilities could expose the Corporation to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing the Corporation's products.

In addition, the Corporation collects and stores personal information about its patients and is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on the Corporation's business, financial condition and results of operations.

In addition, there are a number of federal and provincial laws protecting the confidentiality of certain patient health information, including patient records, and restricting the use and disclosure of that protected information. In particular, the privacy rules under PIPEDA, protect medical records and other personal health information by limiting their use and disclosure of health information to the minimum level reasonably necessary to accomplish the intended purpose. If the Corporation was found to be in violation of the privacy or security rules under PIPEDA or other laws protecting the confidentiality of patient health information, it could be subject to sanctions and civil or criminal

penalties, which could increase its liabilities, harm its reputation and have a material adverse effect on the business, results of operations and financial condition of the Corporation.

The Corporation's officers and directors may be engaged in a range of business activities resulting in conflicts of interest.

The Corporation may be subject to various potential conflicts of interest because some of its officers and directors may be engaged in a range of business activities. In addition, the Corporation's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Corporation. In some cases, the Corporation's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Corporation's business and affairs and that could adversely affect the Corporation's operations. These business interests could require significant time and attention of the Corporation's executive officers and directors.

In addition, the Corporation may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Corporation may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Corporation. In addition, from time to time, these persons may be competing with the Corporation for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Corporation are required to act honestly, in good faith and in the best interests of the Corporation.

In certain circumstances, the Corporation's reputation could be damaged.

Damage to the Corporation's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Corporation and its activities, whether true or not. Although the Corporation believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Corporation does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Corporation's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Risks Relates to our Securities

The Corporation cannot assure you that a market will continue to develop or exist for our Offered Shares or what the market price of our Offered Shares will be.

Prior to our proposed listing on the CSE, there was no public market for our Common Shares, and we cannot assure you that one will continue to develop or be sustained. If a market does not continue to develop or is not sustained, it may be difficult for you to sell your Offered Shares at an attractive price or at all. Also, we cannot predict the prices at which our Offered Shares will trade.

The Corporation will be subject to additional regulatory burden resulting from its public listing on the CSE.

Prior to the Offering, the Corporation has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations as a public company. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Offered Shares that these and other measures that we

might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

The market price for Offered Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control.

The market price for Offered Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control, including the following:

- actual or anticipated fluctuations in our quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which we operate;
- addition or departure of our executive officers and other key personnel;
- release or expiration of lock-up or other transfer restrictions on outstanding Offered Shares;
- sales or perceived sales of additional Offered Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- operating and share price performance of other companies that investors deem comparable to us;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility;
- operating and share price performance of other companies that investors deem comparable to the Corporation or from a lack of market comparable companies;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in our industry or target markets; and
- regulatory changes in the industry.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Offered Shares may decline even if our operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, our operations could be adversely affected and the trading price of the Offered Shares might be materially adversely affected.

The Corporation is subject to uncertainty regarding legal and regulatory status and changes.

Achievement of the Corporation's business objectives is also contingent, in part, upon compliance with other regulatory requirements enacted by governmental authorities and obtaining other required regulatory approvals. The regulatory regime applicable to the cannabis business in Canada and the U.S. is currently undergoing significant proposed changes and the Corporation cannot predict the impact of the regime on its business once the structure of the regime is finalized. Similarly, the Corporation cannot predict the timeline 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 failing to obtain, required regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of the Corporation. The Corporation will incur 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 the Corporation's operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Corporation's 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 Corporation.

The Corporation does not anticipate paying cash dividends.

Our current policy is to retain earnings to finance the development and enhancement of our products and to otherwise reinvest in the Corporation. Therefore, we do not anticipate paying cash dividends on the Offered Shares in the foreseeable future. Our dividend policy will be reviewed from time to time by the Board of Directors in the context of our earnings, financial condition and other relevant factors. Until the time that we do pay dividends, which we might never do, our shareholders will not be able to receive a return on their Offered Shares unless they sell them. See “Dividend Policy”.

Future sales of Offered Shares by existing shareholders could reduce the market price of the Corporation’s shares.

Sales of a substantial number of Offered Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Offered Shares intend to sell Offered Shares, could reduce the market price of our Offered Shares. Additional Offered Shares may be available for sale into the public market, subject to Applicable Securities Laws, which could reduce the market price for Offered Shares. Holders of options will have an immediate income inclusion for tax purposes when they exercise their options (that is, tax is not deferred until they sell the underlying Offered Shares). As a result, these holders may need to sell Offered Shares purchased on the exercise of options in the same year that they exercise their options. This might result in a greater number of Offered Shares being sold in the public market, and fewer long-term holds of Offered Shares by our management and employees.

No guarantee on the use of available funds by the Corporation.

We cannot specify with certainty the particular uses of the proceeds. Management has broad discretion in the application of our proceeds, including for any of the purposes described in “Use of Proceeds”. Accordingly, a purchaser of Offered Shares will have to rely upon the judgment of management with respect to the use of proceeds, with only limited information concerning management’s specific intentions. Our management may spend a portion or all of the proceeds in ways that our shareholders might not desire, that might not yield a favourable return and that might not increase the value of a purchaser’s investment. The failure by management to apply these funds effectively could harm our business. Pending use of such funds, we might invest the proceeds in a manner that does not produce income or that loses value.

PROMOTER

Earl Connors, a director and officer of the Corporation, may be considered to be the promoter of the Corporation as he took the initiative with respect to organizing the Corporation and arranging the Offering. Mr. Connors beneficially owns, controls or directs, directly or indirectly, 1,060,000 Common Shares, representing 9.00% of the total issued and outstanding Common Shares prior to giving effect to the Offering. Mr. Connors has not received, and is not expected to receive, anything of value, including money, property, contracts, options or rights of any kind, directly or indirectly, from RMMI in his capacity as the promoter of the RMMI and the Corporation has not received, nor is expected to receive, any assets, services or other consideration in return.

Mr. Connors is not, as at the date of this prospectus, nor has been, within ten years before the date hereof:

- (a) a director, CEO or CFO of any person that was subject to an order that was issued:
 - i. while he was acting in the capacity as director, CEO or CFO, or
 - ii. after he ceased to be a director, CEO or CFO and which resulted from an event that occurred while he was acting in the capacity as director, CEO or CFO;
- (b) a director or executive officer of any Person that, while he was acting in that capacity, or within a year of him ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

- (c) bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets;
- (d) subject to any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings RMMI is or was a party to, or that any of its property is or was the subject of, during the Corporation's most recent financial year, nor are any such legal proceedings known to the Corporation to be contemplated, that involves a claim for damages, exclusive of interest and costs, exceeding 10% of the current assets of the Corporation.

There are no: (a) penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this prospectus; (b) other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decision; or (c) settlement agreements the Corporation entered into before a court relating to securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There is no material interest, direct or indirect, of any: (a) director or executive officer of the Corporation; (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Corporation's voting securities; or (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) above in any transaction within three years before the date of this prospectus that has materially affected or is reasonably expected to materially affect the Corporation or a subsidiary of the Corporation.

INTERESTS OF EXPERTS

MNP LLP are the independent auditors of the Corporation and have confirmed that they are independent of RMMI within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of the Institute of Chartered Accountants of Ontario).

Certain legal matters relating to the distribution of the Offered Shares will be passed upon by Nerland Lindsey LLP, on behalf of RMMI. As at the date hereof, the partners and associates of Nerland Lindsey LLP as a group, beneficially owned, directly or indirectly, in the aggregate approximately 2% (on a fully-diluted basis) of the outstanding securities of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Corporation is MNP LLP, Chartered Professional Accountants, Suite 1500, 640 - 5th Avenue S.W., Calgary, Alberta T2P 3G4. MNP LLP has been the Corporation's auditors since incorporation.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices in Calgary.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENTS

The Corporation is neither a “connected issuer” nor “related issuer” to the Agents as such terms are defined on National Instrument 33-105 – *Underwriting Conflicts*.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation to the date hereof which are currently in effect and considered to be currently material:

- (a) the Agency Agreement;
- (b) the Amalgamation Agreement;
- (c) Construction Management Contract for Services and Construction (2010); and
- (d) the Escrow Agreement.

The material contracts described above will be available on RMMI’s SEDAR profile at www.sedar.com.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

Purchasers on the President’s List who purchase Offered Shares under the Offering have the same rights and remedies for rescission and/or damages against the Corporation and the Agents, as the case may be, as other purchasers.

APPENDIX “FS”
FINANCIAL STATEMENTS AND MANAGEMENT’S DISCUSSION AND ANALYSIS

RM Financial Statements.....	FS-1
RM Management’s Discussion and Analysis	FS-2

**APPENDIX “FS-1”
RM FINANCIAL STATEMENTS**

ROCKY MOUNTAIN MARIJUANA INC.

Condensed Interim Financial Statements
For the Three-Month Periods Ended March 31, 2018 and 2017
(unaudited)
(In Canadian dollars)

Rocky Mountain Marijuana Inc.
Condensed Interim Statements of Financial Position

	As at March 31, 2018 (unaudited)	As at December 31, 2017 (audited)
ASSETS		
Current Assets		
Cash	\$3,763,734	\$2,391,489
Prepaid expenses and other current assets (Note 4)	39,970	44,177
Total Current Assets	3,803,704	2,435,666
Non-Current Assets		
Property, plant and equipment (Note 5)	1,051,622	-
Deposits (Note 5)	-	125,000
Total Assets	\$4,855,326	\$2,560,666
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$74,290	\$81,209
Total Liabilities	74,290	81,209
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	4,095,092	1,719,292
Warrants (Note 6)	1,224,932	1,213,586
Contributed surplus (Note 6 and 7)	327,651	105,290
Deficit	(866,639)	(558,711)
Total Shareholders' Equity	4,781,036	2,479,457
Total Liabilities and Shareholders' Equity	\$4,855,326	\$2,560,666

Commitments (Note 11), Subsequent events (Note 13)

Approved on behalf of the Board of Directors:

Signed "Earl Connors"

Director

Signed "Dave Guebert"

Director

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

Rocky Mountain Marijuana Inc.
Condensed Interim Statements of Loss and Comprehensive Loss
For the three-month periods ended March 31, 2018 and 2017
(unaudited)

	2018	2017
Expenses		
General and administration	\$167,628	\$77,657
Share based compensation (Note 7)	140,300	36,000
Total Expenses	307,928	113,657
Net loss and comprehensive loss	\$307,928	\$113,657
Net loss per share:		
- Basic and diluted (Note 8)	(0.03)	(0.02)

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

Rocky Mountain Marijuana Inc.
Condensed Interim Statements of Changes in Shareholders' Equity
(unaudited)
(In Canadian dollars, except the number of shares and warrants)

	Number of Shares	Number of Warrants	Share Capital	Warrants	Contributed Surplus	Deficit	Shareholders' Equity
As at December 31, 2017	9,071,272	3,041,527	\$ 1,719,292	\$ 1,213,586	\$ 105,290	\$ (558,711)	\$ 2,479,457
Private placement (Note 6)	2,498,428	-	2,498,428	-	-	-	2,498,428
Broker warrants issued (Note 6)	-	169,290	-	47,320	-	-	47,320
Warrant exercises (Note 6)	210,000	(210,000)	175,388	(17,888)	-	-	157,500
Issue of new warrants on warrant exercise (Note 6)	-	100,000	(63,975)	63,975	-	-	-
Warrant expiries (Note 6)	-	(963,333)	-	(82,061)	82,061	-	-
Share issue costs (Note 6)	-	-	(234,041)	-	-	-	(234,041)
Share based compensation (Note 7)	-	-	-	-	140,300	-	140,300
Net loss and comprehensive loss	-	-	-	-	-	(307,928)	(307,928)
Balance March 31, 2018	11,779,700	2,137,484	\$ 4,095,092	\$ 1,224,932	\$ 327,651	\$ (866,639)	\$ 4,781,036

	Number of Shares	Number of Warrants	Share Capital	Subscription received in advance	Warrants	Contributed Surplus	Deficit	Shareholders' Equity
As at December 31, 2016	2,616,000	1,329,600	\$ 407,119	-	\$ 106,561	\$ -	\$ -	\$ 513,680
Private placements (Note 6)	4,072,000	2,036,000	844,585	-	173,415	-	-	1,018,000
Broker warrants issued (Note 6)	-	310,200	-	-	28,674	-	-	28,674
Shares issued for services (Note 6)	45,000	-	9,333	-	-	-	-	9,333
Share issue costs (Note 6)	-	-	(67,387)	-	(13,400)	-	-	(80,787)
Receipt of cash	-	-	-	12,000	-	-	-	12,000
Share based compensation (Note 7)	-	-	-	-	-	36,000	-	36,000
Net loss and comprehensive loss	-	-	-	-	-	-	(113,657)	(113,657)
Balance March 31, 2017	6,733,000	3,675,800	\$ 1,193,650	12,000	\$ 295,250	\$ 36,000	\$ (113,657)	\$ 1,423,243

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

Rocky Mountain Marijuana Inc.
Condensed Interim Statements of Cash Flows
For the three-month periods ended March 31, 2018 and 2017
(unaudited)

	2018	2017
Operating		
Net loss	\$(307,928)	\$(113,657)
Items not affecting cash:		
Share based compensation (Note 7)	140,300	36,000
Change in non-cash working capital (Note 12)	(30,962)	37,490
Net cash used in operating activities	(198,590)	(40,167)
Investing		
Additions to property, plant and equipment (Note 5)	(926,622)	-
Change in non-cash working capital (Note 12)	2,000	-
Net cash used in investing activities	(924,622)	-
Financing		
Proceeds from private placements (Note 6)	2,498,428	755,000
Proceeds from warrant exercise (Note 6)	157,500	-
Share issue costs (Note 6)	(186,721)	(42,780)
Change in non-cash working capital (Note 12)	26,250	-
Net cash provided by financing activities	2,495,457	712,220
Net increase in cash	1,372,245	672,053
Cash, beginning of period	2,391,489	788,680
Cash, end of period	\$3,763,734	\$1,460,733

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

1. REPORTING ENTITY

Rocky Mountain Marijuana Inc. (the “Company” or “RMMI”) was incorporated under the Business Corporations Act (Alberta), on December 13, 2016. The registered office is located at Suite 1050, 639 – 5th Avenue SW, Calgary, Alberta, T2P0M9.

RMMI has applied to Health Canada to become a licensed producer of cannabis under Health Canada’s Access to Cannabis for Medical Purposes Regulations. RMMI is a development stage company and commencement of operations depends on the granting of a production license by Health Canada.

On October 19, 2017, the Company completed a 5 for 1 share consolidation. All share, option and warrant counts and all per share amounts in these unaudited condensed interim financial statements reflect the share consolidation for the historic periods on a retroactive basis.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of accounting

These unaudited condensed interim financial statements (“interim financial statement”) have been prepared in accordance with IAS 34 Interim Financial Reporting and should be read in conjunction with the Company’s last annual financial statements as at and for the year ended December 31, 2017 (“last annual financial statements”). They do not include all of the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company’s financial position and performance since the last annual financial statements.

This is the first set of the Company’s financial statements where IFRS 9 has been applied. The adoption of IFRS 9 did not result into any significant change to the Company’s financial statement amounts or presentation. IFRS 15 had no impact as the Company does not generate any revenues currently.

These interim financial statements are presented in Canadian dollars, which is the Company’s functional currency.

These interim financial statements were approved and authorized for issuance by the Board of Directors on May 8, 2018.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Use of judgments and estimates

In preparing these interim financial statements, management has made judgments and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those described in that last annual financial statements.

The Company acquired property, plant and equipment during the three months ended March 31, 2018. A significant judgment/estimate made by management in this regard is relating to the useful lives of property, plant and equipment which is as follows:

i. Useful lives of property, plant and equipment

The Company estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property, plant and equipment are based on internal evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property, plant and equipment would increase the recorded expenses and decrease the non-current assets.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Significant accounting policies

Please refer to the December 31, 2017 audited financial statements and accompanying notes for a description of the significant accounting policies used by the Company. The policies set out in the Company's December 31, 2017 financial statements were consistently applied to all periods presented unless otherwise noted below. These unaudited interim financial statements should be read in conjunction with the financial statements for the year ended December 31, 2017.

i. Property, plant and equipment

Capital assets are stated in the statements of financial position at cost less accumulated depreciation and impairment losses. Depreciation is charged so as to write off the cost of assets, other than land, over their estimated useful lives, using the straight-line method. Depreciation is charged once an asset is determined to be available for use. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimates accounted for on a prospective basis.

Depreciation is charged over the estimated useful life of the asset at the following rates:

Furniture and equipment	5 years straight-line
Building and improvements	10-40 years straight-line
Land	Not depreciated
Construction in progress	Not depreciated

The gain or loss arising on the disposal of capital assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

ii. Leases

Finance leases, which transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the commencement of the lease term at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Finance charges are allocated to each period so as to achieve a constant rate of interest on the remaining balance of the liability and are charged directly against income. Capitalized leased assets are depreciated over the estimated useful life of the asset.

Operating lease payments are recognized as an expense in the statement of net loss and comprehensive loss on a straight-line basis over the lease term.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Significant accounting policies (continued)

iii. Impairment of non-financial assets

The Company assesses during each reporting period whether there have been any events or changes in circumstances that indicate that property, plant and equipment may be impaired and an impairment review is carried out whenever such an assessment indicates that the carrying amount may not be recoverable. Such indicators include, but are not limited to changes in the Company's business plans, economic performance of the assets, an increase in the discount rate and evidence of physical damage. For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash inflows. Where impairment exists, the asset is written down to its recoverable amount, which is the higher of the fair value less costs of disposal ("FVLCD") and its value in use ("VIU"). Impairments are recognized immediately in the statement of net loss and comprehensive loss.

In subsequent years, assessments are made at each reporting period date as to whether any indication exists that previously recognized impairment losses no longer exist or have decreased. If indication exists, the Company calculates the new recoverable amount. Reversal of impairment losses are limited so that the carrying amount of the non-financial asset does not exceed its recoverable amount or exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the non-financial asset in prior periods. Reversal of impairment losses are recognized, when incurred, in the statement of net loss and comprehensive loss.

3. RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16

The Company will adopt IFRS 16, Leases ("IFRS 16") at its effective time for annual periods beginning on or after January 1, 2019. On adoption of IFRS 16, the Company will recognize lease liabilities in relation to leases under the principles of the new standard. These liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate as of January 1, 2019. The associated rights-of-use (ROU) assets will be measured at the amount equal to the lease liability on January 1, 2019 with no impact on retained earnings.

On initial adoption, the Company will use the following practical expedients permitted by the standard:

- The use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- The accounting of leases with a remaining lease term of less than twelve months as at January 1, 2019 as short-term leases; The accounting for lease payments as expenses on leases for which the underlying asset is of low dollar value;
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease; and
- The Company will not apply any grandfathering practical expedients.

The impact of the adoption of IFRS 16 at January 1, 2019 will be determined later in 2018.

4. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets and are comprised of:

	March 31, 2018	December 31, 2017
Prepaid expenses	\$27,144	\$10,477
Goods and service tax (GST) receivable	12,826	7,450
Subscriptions receivable	-	26,250
Total	\$39,970	\$44,177

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	Furniture & equipment	Buildings & improvements	Land	Total
Cost				
December 31, 2017	\$ -	\$ -	\$ -	\$ -
Additions	14,622	778,000	259,000	1,051,622
Balance March 31, 2018	\$14,622	\$778,000	\$259,000	\$1,051,622

In the three months ended March 31, 2018, the Company acquired land and buildings in Newall County, Alberta for \$1,025,000 (including \$125,000 of deposits already paid at December 31, 2017 and recorded in deposits at December 31, 2017) and incurred other directly attributable costs amounting to \$12,000. The purchase price was allocated to land and buildings based on a third-party appraisal report. The buildings include two warehouse facilities which are expected to be retrofitted as the Company's cannabis production facilities. As such, the buildings are not considered available for use and is not subject to depreciation.

In the three months ended March 31, 2018, the Company purchased furniture and equipment for \$14,622. As the purchases were completed late in the fiscal quarter, depreciation will begin in Q2 2018.

Rocky Mountain Marijuana Inc.
Notes to the Condensed Interim Financial Statements
For the three-month periods ended March 31, 2018 and 2017 (unaudited)
(In Canadian dollars)

6. SHARE AND WARRANT CAPITAL

Authorized: an unlimited number of voting common shares, no par value

Shares and warrants issued:

	Common shares		Warrants		
	Number of shares	Amount	Number of warrants	Number of broker warrants	Amount
Balance December 31, 2017	9,071,272	\$ 1,719,292	2,963,999	77,528	\$ 1,213,586
Issued in private placement (ii)	2,498,428	2,498,428	-	-	-
Broker warrants issued (ii)	-	-	-	169,290	47,320
Warrant exercises (iii)	210,000	175,388	(210,000)	-	(17,888)
New Warrants Issued (iii)	-	(63,975)	100,000	-	63,975
Warrants expired (iv)	-	-	(963,333)	-	(82,061)
Share issue costs (ii)	-	(234,041)	-	-	-
Balance March 31, 2018	11,779,700	\$ 4,095,092	1,890,666	246,818	\$ 1,224,932
Balance December 31, 2016	2,616,000	\$ 407,119	1,108,000	221,600	\$ 106,561
Issued in private placement (i)	4,072,000	844,585	2,036,000	-	173,415
Broker warrants issued (i)	-	-	-	310,200	28,674
Shares issued for services (i)	45,000	9,333	-	-	-
Share issue costs (i)	-	(67,387)	-	-	(13,400)
Balance March 31, 2017	6,733,000	\$ 1,193,650	3,144,000	531,800	\$ 295,250

6. SHARE AND WARRANT CAPITAL (Continued)

- (i) In a two closings on January 31, 2017 and March 3, 2017, the Company completed a private placement for total proceeds of \$1,018,000 at a price of \$0.25 per unit (\$275,000 of the subscription was received in advance as at December 31, 2016). A unit consisted of one common share in RMMI and one-half warrant with an exercise price of \$0.75 with a one-year term. Total shares of 4,072,000 and 2,036,000 warrants were issued. As partial compensation, 310,200 broker warrants were issued with an exercise price of \$0.25 and June 30, 2017 expiry (during 2017 these warrants extended to June 30, 2018). The Black-Scholes option model was used to calculate the fair value of the warrants issued with the common shares and the broker warrants using a nil dividend yield, an interest rate range of 0.48% to 1.40% and an expected volatility of 160%. The fair market value at issuance of the warrants issued with the common shares was \$173,415 and \$28,674 for the broker warrants (including the value of the term changes). The fair value of the warrants was transferred from share capital to warrant capital. The fair value of the broker warrants was recorded to share issue costs. The Company also paid cash commissions of \$28,640 and other costs of \$14,140. In addition, 45,000 common shares with fair value of \$9,333 were issued to a financial advisor in relation to the completion of the private placement and recorded as a share issue cost. Share issue costs in an amount of \$13,400 related to the private placement was allocated to warrant issue costs based on the proportion of value of the warrants compared to the value of the common shares.
- (ii) In two closings on January 19, 2018 and February 7, 2018, the Company completed a private placement for total proceeds of \$2,498,428 at a price of \$1.00 per common share. Total common shares of 2,498,428 were issued. As partial compensation, 169,290 broker warrants were issued with an exercise price of \$1.00 and May 30, 2018 expiry. The Black-Scholes option model was used in calculating the fair value of the warrants issued with the common shares and the broker warrants using a nil dividend yield, an interest rate of 1.25% and an expected volatility of 130%. The fair market value at issuance of the broker warrants was \$47,320. The fair value of the broker warrants was recorded to share issue costs. The Company also paid cash commissions of \$181,382 and other costs of \$5,339 which were recorded as share issues costs.
- (iii) In the three months ended March 31, 2018, 210,000 warrants were exercised for gross proceeds of \$157,500. The original fair market value of the exercised warrants of \$17,888 was transferred from warrant capital to share capital. 100,000 New Warrants were issued in consideration for a portion of the warrant exercises. The Black-Scholes option model was used in calculating the fair value of these warrants using a nil dividend yield, an interest rate of 1.68% and an expected volatility of 160%. The fair value of the New Warrants \$63,975 was transferred from share capital to warrant capital.
- (iv) In the three months ended March 31, 2018, 963,333 warrants expired. The fair value of the warrants at time of grant of \$82,061 was transferred from warrant capital to contributed surplus.

6. SHARE AND WARRANT CAPITAL (Continued)

The following summarizes warrant transactions for the three months ended March 31, 2018:

	For the three months ended March 31, 2018	
	Number of warrants	Weighted average price
Balance December 31, 2017	3,041,527	\$1.02
Warrants exercised	(210,000)	\$0.75
Warrants expired	(963,333)	\$0.75
Broker warrants issued	169,290	\$1.00
Warrants issued	100,000	\$1.25
Balance March 31, 2018	2,137,484	\$1.21

Outstanding warrants at March 31, 2018 were as follows:

	Warrants	Weighted average prices	Weighted average years to expiry
Broker warrants	246,818	\$0.97	0.2
Warrants	16,666	\$0.75	0.1
New Warrants	1,874,000	\$1.25	1.2
Balance March 31, 2018	2,137,484	\$1.21	1.1

Subsequent to March 31, 2018, 169,290 of broker warrants due to expire on May 30, 2018 were extended to March 31, 2019.

7. SHARE BASED COMPENSATION

The following summarizes information about stock options outstanding as at March 31, 2018:

	For the three months ended March 31, 2018	
	Number of options	Weighted average price
Opening December 31, 2017	620,000	\$0.25
Options issued	510,000	\$1.00
Balance March 31, 2018	1,130,000	\$0.59

The following table summarizes information about the share options outstanding and exercisable as at March 31, 2018:

Options outstanding				Options exercisable	
Exercise price	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of options	Weighted average exercise price
\$0.25	620,000	4.0	\$0.25	310,000	\$0.25
\$1.00	510,000	4.9	\$1.00	127,500	\$1.00
-	1,130,000	4.4	\$0.59	437,500	\$0.47

The following table summarizes information about the share options outstanding and exercisable as at March 31, 2017:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
\$0.25	620,000	5.0	\$0.25	155,000	\$0.25

During the three months ended March 31, 2018, the Company issued 510,000 options (for the three months ended March 31, 2017 – 620,000 options). Each option allows the holder to purchase one share in the Company at \$1.00 for a period of five years. The options vest evenly over three years starting from the date of grant and ¼ on each anniversary date thereafter. The Black-Scholes option model was used in calculating the fair value of the options with a risk-free interest rate of 2.00%, volatility of 130%, and no dividend yield (for the three months ended March 31, 2017 – risk-free interest rate of 1.12%, volatility of 160% and no dividend yield). The share based compensation expense recognized during the three months ended March 31, 2018 was \$140,300 (for the three months ended March 31, 2017 - \$36,000).

8. NET LOSS PER SHARE

The calculation of basic and diluted loss per share for the three months ended March 31, 2018 was based on the loss attributable to common shareholders of \$307,928 (for the three months ended March 31, 2017 – \$113,657) and the weighted average number of common shares outstanding of 10,773,553 (for the three months ended March 31, 2017 – 5,070,589).

Share options and warrants were anti-dilutive during the three months ended March 31, 2018 and 2017.

9. RELATED PARTY TRANSACTIONS

Related party transactions are incurred during the normal course of operations on similar terms and conditions to those entered into with unrelated parties.

The following is a summary of transactions with directors and officers, and companies controlled by directors of the Company. The amounts are measured at the exchange amount which is the fair value of the transactions.

(a) Transactions with related parties

	Three months ended March 31, 2018	Three months ended March 31, 2017
Legal fees paid or payable to a firm at which a director of the Company is a partner:	\$39,839	\$24,842

At March 31, 2018, \$33,500 was owing to the law firm at which a director of the Company is a partner. This amount is recorded in accounts payable and accrued liabilities.

During the three months ended March 31, 2018, the Company collected \$26,250 that was due from two entities controlled by directors of the Company relating to the exercise of broker warrants, which were recorded in prepaid expenses and other current assets as at December 31, 2017.

10. FINANCIAL RISK MANAGEMENT

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. 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 its capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. As at March 31, 2018, the Company has not entered into any debt financing. The Company is not subject to externally imposed capital requirements.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. All of the Company's cash was held at one financial institution at March 31, 2018, which is a Canadian Chartered Bank. Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

The Company has a GST receivable outstanding with the Canada Revenue Agency ("CRA") for \$12,826. The Company deems CRA to be creditworthy and collection of the receivable will occur.

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 currently settles its financial obligations with cash. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. There have been no changes in the Company's strategy with respect to credit/liquidity risk in the period. The Company's financial liabilities consist of accounts payable and accrued liabilities. As at March 31, 2018, the Company has cash balance of \$3,763,734, which the Company considers sufficient to settle its liabilities as and when they fall due.

Capital management risk

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. 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 its capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. As at December 31, 2017, the Company has not entered into any debt financing. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company considers its shareholders' equity as capital which, as at March 31, 2018 is \$4,791,036.

Rocky Mountain Marijuana Inc.
Notes to the Condensed Interim Financial Statements
For the three-month periods ended March 31, 2018 and 2017 (unaudited)
(In Canadian dollars)

11. COMMITMENTS

Office lease

The Company is party to a lease agreement dated March 23, 2018 for the rental of its office space commencing March 26, 2018 until June 30, 2020. The Company occupied this office space April 1, 2018. The base annual rent for the lease agreement is approximately \$25,500 per annum plus operating costs and parking.

The following table summarizes the Company's expected commitment for the office lease:

	2018	2019	2020	Total
Office lease	\$28,181	72,942	34,046	\$135,169

12. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital are comprised of:

	Three months ended March 31, 2018	Three months ended March 31, 2017
Source/(use) of cash:		
Prepaid expenses and other current assets	\$4,207	\$(5,211)
Accounts payable and accrued liabilities	(6,919)	42,701
Net change in non-cash working capital	(2,712)	37,490
Operating	(30,962)	37,490
Investing	2,000	-
Financing	26,250	-
Total	\$(2,712)	\$37,490

13. SUBSEQUENT EVENTS

On April 1, 2018, Rocky Mountain Marijuana Inc. shareholders completed a one-for-one share exchange with RMMI Corp. which resulted in the Company becoming a wholly-owned subsidiary of RMMI Corp. RMMI Corp. has the same shareholders as Rocky Mountain Marijuana Inc. as before the share exchange and has the same officers and directors as the Company.

ROCKY MOUNTAIN MARIJUANA INC.

Financial Statements

**For the Year ended December 31, 2017 and for the Period from Incorporation on
December 13, 2016 to December 31, 2016
(In Canadian dollars)**

Independent Auditors' Report

To the Shareholders of Rocky Mountain Marijuana Inc.

We have audited the accompanying financial statements of Rocky Mountain Marijuana Inc., which comprise the statements of financial position as at December 31, 2017 and December 31, 2016, the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2017 and for the period from incorporation on December 13, 2016 to December 31, 2016, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Rocky Mountain Marijuana Inc. as at December 31, 2017 and December 31, 2016 and its financial performance and its cash flows for the year ended December 31, 2017 and for the period from incorporation on December 13, 2016 to December 31, 2016 in accordance with International Financial Reporting Standards.

Calgary, Alberta
May 8, 2018

MNP LLP
Chartered Professional Accountants

Rocky Mountain Marijuana Inc.
Statements of Financial Position
As at December 31, 2017 and 2016
(In Canadian dollars)

	2017	2016
Assets		
Current Assets		
Cash	\$ 2,391,489	\$ 788,680
Prepaid expenses and other current assets (Note 4)	44,177	-
Total Current Assets	2,435,666	788,680
Deposits (Note 13)	125,000	-
Total Assets	\$ 2,560,666	\$ 788,680
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 81,209	\$ -
Total Liabilities	81,209	-
Shareholders' Equity		
Share capital (Note 5)	1,719,292	407,119
Subscription received in advance	-	275,000
Warrants (Note 5)	1,213,586	106,561
Contributed surplus (Notes 5 and 6)	105,290	-
Deficit	(558,711)	-
Total Shareholders' Equity	2,479,457	788,680
Total Liabilities and Shareholders' Equity	\$ 2,560,666	\$ 788,680

Subsequent events (Note 13)

Approved on behalf of the Board of Directors:

Signed "Earl Connors"
Director

Signed "Dave Guebert"
Director

The accompanying notes are an integral part of these financial statements

Rocky Mountain Marijuana Inc.
Statements of Loss and Comprehensive Loss
For the year ended December 31, 2017 and for the period from Incorporation on December 13,
2016 to December 31, 2016
(In Canadian dollars)

	Year ended December 31, 2017	December 13, 2016 to December 31, 2016
Expenses		
General and administration	\$ 473,011	\$ -
Share based compensation (Note 6)	85,700	-
Total Expenses	558,711	-
Net loss before tax	558,711	-
Income taxes (Note 9)	-	-
Net loss and comprehensive loss	\$ 558,711	\$ -
Loss per share:		
Basic and diluted (Note 7)	(0.09)	-

The accompanying notes are an integral part of these financial statements

Rocky Mountain Marijuana Inc.
Statements of Changes in Shareholders' Equity
For the year ended December 31, 2017 and for the period from Incorporation on December 13, 2016 to
December 31, 2016
(In Canadian dollars, except the number of shares and warrants)

	Number of Shares	Number of Warrants	Share Capital	Subscription received in advance	Warrants	Contributed Surplus	Shareholders' Deficit	Shareholders' Equity
Initial shares issued (Note 5)	400,000	-	\$ 4,000	\$ -	\$ -	\$ -	\$ -	4,000
Private placements (Note 5)	2,216,000	1,108,000	459,615	-	94,385	-	-	554,000
Broker warrants issued (Note 5)	-	221,600	-	-	23,776	-	-	23,776
Share issue costs (Note 5)	-	-	(56,496)	-	(11,600)	-	-	(68,096)
Receipt of cash	-	-	-	275,000	-	-	-	275,000
Balance December 31, 2016	2,616,000	1,329,600	407,119	275,000	106,561	-	-	788,680
Private placements (Note 5)	4,172,000	2,086,000	865,305	(275,000)	177,695	-	-	768,000
Broker warrants issued (Note 5)	-	320,200	-	-	176,164	-	-	176,164
Shares issues for services (Note 5)	45,000	-	9,333	-	-	-	-	9,333
Warrant exercises (Note 5)	2,238,272	(2,238,272)	1,769,812	-	(323,244)	-	-	1,446,568
Issue of new warrants on warrant exercise (Note 5)	-	1,774,000	(1,134,900)	-	1,134,900	-	-	-
Share issue costs (Note 5)	-	-	(197,377)	-	(38,900)	-	-	(236,277)
Warrant expiry (Note 5)	-	(230,001)	-	-	(19,590)	19,590	-	-
Share based compensation (Note 6)	-	-	-	-	-	85,700	-	85,700
Net loss and comprehensive loss	-	-	-	-	-	-	(558,711)	(558,711)
Balance December 31, 2017	9,071,272	3,041,527	\$ 1,719,292	-	\$ 1,213,586	\$ 105,290	\$ (558,711)	\$ 2,479,457

The accompanying notes are an integral part of these financial statements

Rocky Mountain Marijuana Inc.
Statements of Cash Flows
For the year ended December 31, 2017 and for the period from Incorporation on December 13, 2016 to December 31, 2016
(In Canadian dollars)

	Year ended December 31, 2017	December 13, 2016 to December 31, 2016
Operating		
Net loss	\$ (558,711)	\$ -
Items not affecting cash:		
Share based compensation (Note 6)	85,700	-
Change in non-cash working capital (Note 12)	63,282	-
Net cash used in operating activities	(409,729)	-
Investing		
Deposits (Note 13)	(125,000)	-
Net cash used in investing activities	(125,000)	-
Financing		
Proceeds from private placements (Note 5)	768,000	558,000
Subscription received in advance (Note 5)	-	275,000
Proceeds from warrant exercise (Note 5)	1,446,568	-
Share issue costs (Note 5)	(50,780)	(44,320)
Change in non-cash working capital (Note 12)	(26,250)	-
Net cash provided by financing activities	2,137,538	788,680
Net increase in cash	1,602,809	788,680
Cash, beginning of period	788,680	-
Cash, end of period	\$ 2,391,489	\$ 788,680

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Rocky Mountain Marijuana Inc. (the "Company" or "RMMI") was incorporated under the Business Corporations Act (Alberta), on December 13, 2016. The registered office is located at Suite 1050, 639 – 5th Avenue SW, Calgary, Alberta, T2P0M9.

RMMI has applied to Health Canada to become a licensed producer of cannabis under Health Canada's Access to Cannabis for Medical Purposes Regulations. RMMI is a development stage company and commencement of operations depends on the granting of a production license by Health Canada.

On October 19, 2017, the Company completed a 5 for 1 share consolidation. All share, option and warrant counts and all per share amounts in these financial statements reflect the share consolidation.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These are the Company's first financial statements.

These financial statements were approved and authorized for issuance by the Board of Directors on May 8, 2018.

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis except for financial instruments which are measured at fair value as explained in the accounting policies.

(c) Functional currency

These financial statements have been presented in Canadian dollars, which is the Company's functional currency.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the review affects both current and future periods.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. Deferred tax assets

Deferred tax assets, including those arising from tax loss carry-forwards, require management to assess the likelihood that the Company will generate sufficient taxable income in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

ii. Share-based compensation and warrants

The fair value of share options granted and warrants issued are recognized using the Black-Scholes option pricing model. Measurement inputs include the Company's share price on the measurement date, the exercise price of the options and warrants, the expected volatility of comparable companies, the expected life of the options, expected dividends and the risk-free rate of return. The Company estimates volatility based on historical volatilities of peer companies that are publicly traded. The expected life of the options and warrants is based on the terms of the options and warrants. Dividends are not factored in as the Company does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that actually vest.

(e) Cash

Cash includes cash on deposit at banking institutions and cash held in trust accounts on behalf of the Company at the Company's legal counsel.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Impairment

Financial assets

Financial assets carried at amortized cost are assessed for impairment at each reporting date. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset. For financial assets measured at amortized cost, the impairment loss is the difference between the carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate. If impairment has occurred, the carrying amount of the asset is reduced, with the amount recognized in the statement of loss and comprehensive loss. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

(g) Share-based payments

Share-based payments are comprised of share option awards granted to employees, directors and others which are equity-settled share-based payments.

These equity-settled share-based payments are measured at the fair value of the equity instruments and are recognized as an employee expense with the offsetting credit as an increase to contributed surplus.

Upon exercise of share options, the Company issues new shares. The associated fair value amount is reclassified from the contributed surplus to share capital. The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised. Where equity instruments are granted to non-employees they are recorded at the fair value of the goods or services received. Where the fair value of goods or services received cannot be reliably measured it is measured based on the fair value of the equity instrument granted.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the Company's obligations are discharged, cancelled or expired. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

Financial assets and liabilities at fair value through profit or loss ("FVTPL")

A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the statement of loss and comprehensive loss. Gains and losses arising from changes in fair value are presented in the statement of loss and comprehensive loss within other gains and losses in the period in which they arise. Financial assets and liabilities that are FVTPL are classified as current except for the portion expected to be realized or paid beyond twelve months of the reporting date, which is classified as non-current.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed and determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

Financial liabilities at amortized cost

Financial liabilities at amortized cost are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities. The Company's non-derivative financial liabilities include accounts payable and accrued liabilities.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

	Classification
Cash	Fair value through profit or loss
Prepaid expenses and other current assets	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Income taxes

Income tax on the income or loss for the period comprises of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is recognized using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable income. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized.

(j) Loss per share

The Company presents basic and diluted loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares to the extent that that are not antidilutive.

(k) Modification of share purchase warrants

The Company may modify the terms of the share purchase warrants originally granted. The Company has elected to recognize the changes in fair value of the warrants that result from the modification within equity. The fair value change is recorded as a reclassification within equity.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The IASB has issued the following new standards that will be relevant to the Company in preparing its financial statements in the future periods:

IFRS 9, Financial Instruments ("IFRS 9") addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement ("IAS 39") for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities largely carry forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 will be effective for accounting periods beginning on January 1, 2018. The Company has concluded that IFRS 9 will not have a material impact on the Company's financial statements.

IFRS 15, Revenue from Contracts with Customers ("IFRS 15") establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contract with a customer, regardless of type of revenue transaction or the industry. IFRS 15 will also apply to the recognition and measurement of gains and losses on sale of certain non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 will be effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company does not have any Revenue from Contracts with Customers at December 31, 2017 and will apply IFRS 15 on a prospective basis.

IFRS 16, Leases ("IFRS 16") requires lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 - Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position.

The new standard will be effective for annual periods beginning on or after January 1, 2019. Early application is permitted, provided the new revenue standard, IFRS 15 - Revenue from Contracts with Customers, has been applied or is applied at the same date as IFRS 16. The Company does not have any leases at December 31, 2017 and will apply IFRS 16 on a prospective basis.

Various other accounting pronouncements (such as IFRS 14, and the various annual improvements) that have no material impact to the Company are not included above. The Company has not early adopted these standards.

4. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets and are comprised of:

	2017
Prepaid expenses	\$10,477
Subscriptions receivable	26,250
Goods and service tax (GST) receivable	7,450
Total	\$44,177

Rocky Mountain Marijuana Inc.
Notes to the Financial Statements
For the year ended December 31, 2017 and for the period from Incorporation on December 13,
2016 to December 31, 2016
(In Canadian dollars)

5. SHARE AND WARRANT CAPITAL

Authorized: an unlimited number of voting common shares, no par value

Shares and warrants issued:

	Common Shares		Warrants		
	Number of shares	Amount	Number of warrants	Number of broker warrants	Amount
Balance, at inception	-	\$ -	-	-	\$ -
Issued in private placement (i), (ii)	2,616,000	463,615	1,108,000	-	94,385
Broker warrants issued (ii)	-	-	-	221,600	23,776
Share issue costs (ii)	-	(56,496)	-	-	(11,600)
Balance December 31, 2016	2,616,000	407,119	1,108,000	221,600	106,561
Issued in private placement (iii)	4,172,000	865,305	2,086,000	-	177,695
Broker warrants issued (iii)	-	-	-	320,200	176,164
Issued for services (iii)	45,000	9,333	-	-	-
Warrant exercise (iv)	1,774,000	1,481,609	(1,774,000)	-	(151,109)
New Warrants issued (iv)	-	(1,134,900)	1,774,000	-	1,134,900
Broker warrant exercise (v)	464,272	288,203	-	(464,272)	(172,135)
Warrants expired (vi)	-	-	(230,001)	-	(19,590)
Share issue costs (iii), (iv)	-	(197,377)	-	-	(38,900)
Balance December 31, 2017	9,071,272	\$ 1,719,292	2,963,999	77,528	\$ 1,213,586

(i) On December 22, 2016, the Company issued 400,000 common shares for gross proceeds of \$4,000.

(ii) On December 30, 2016, the Company completed a private placement for total proceeds of \$554,000 at a price of \$0.25 per unit. A unit consisted of one common share in RMMI and one half warrant with an exercise price of \$0.75 with a one-year term. Total shares of 2,216,000 and 1,108,000 warrants were issued. As partial compensation, 221,600 broker warrants were issued with an exercise price of \$0.25 and June 30, 2017 expiry (subsequently extended to June 30, 2018). The Black-Scholes option model was used to calculate the fair value of the warrants issued with the common shares and the broker warrants using a nil dividend yield, an interest rate range of 0.48% to 1.40% and an expected volatility of 160%. The fair market value at issuance of the warrants issued with the common shares was \$94,385 and \$23,776 for the broker warrants. The fair value of the warrants was transferred from share capital to warrant capital. The fair value of the broker warrants was recorded to share issue costs. The Company also paid cash commissions of \$44,320. Share issue costs in an amount of \$11,600 related to the private placement was allocated to warrant issue costs based on the proportion of value of the warrants compared to the value of the common shares.

5. SHARE AND WARRANT CAPITAL (Continued)

- (iii) In a series of closings from January 31, 2017 to April 24, 2017, the Company completed a private placement for total proceeds of \$1,043,000 at a price of \$0.25 per unit (\$275,000 of the subscription was received in advance as at December 31, 2016). A unit consisted of one common share in RMMI and one-half warrant with an exercise price of \$0.75 with a one-year term. Total shares of 4,172,000 and 2,086,000 warrants were issued. As partial compensation, 320,200 broker warrants were issued with an exercise price of \$0.25 and June 30, 2017 expiry (during 2017 these warrants were extended to June 30, 2018). The Black-Scholes option model was used to calculate the fair value of the warrants issued with the common shares and the broker warrants using a nil dividend yield, an interest rate range of 0.48% to 1.40% and an expected volatility of 160%. The fair market value at issuance of the warrants issued with the common shares was \$177,695 and \$176,164 for the broker warrants (including the value of the term changes). The fair value of the warrants was transferred from share capital to warrant capital. The fair value of the broker warrants was recorded to share issue costs. The Company also paid cash commissions of \$28,640 and other costs of \$14,140. In addition, 45,000 common shares with fair value of \$9,333 were issued to a financial advisor in relation to the completion of the private placement and recorded as a share issue cost. Share issue costs in an amount of \$38,900 related to the private placement was allocated to warrant issue costs based on the proportion of value of the warrants compared to the value of the common shares. On September 29, 2017, the broker warrants were modified to extend the expiry date to June 30, 2018 and to adjust the exercise price to be based on 90% of the most recent share issue price if exercised after December 31, 2017. The modification of the broker warrants is included in the amount of \$176,764 and recorded as share issues costs.
- (iv) On December 28, 2017, a number of warrants were exercised under an early exercise incentive program. Under this program, warrant holders were issued one new warrant ("New Warrant") for each exercised warrant. As a result of this program, 1,774,000 warrants for exercised for gross proceeds of \$1,330,500 and 1,774,000 New Warrants were issued. The New Warrants have an exercise price of \$1.25 and expire June 30, 2019. The Black-Scholes option model was used to calculate the fair value of the New Warrants issued using a nil dividend yield, a 1.68% interest rate and a volatility of 160%. The fair market value at issuance of the New Warrants issued was \$1,134,900. The original fair market value of the exercised warrants of \$151,109 was transferred from warrant capital to share capital. The fair value of the New Warrants was transferred from share capital to warrant capital. Share issue costs of \$8,000 was recorded for the warrant exercise.
- (v) On December 28, 2017, 464,272 broker warrants were exercised for gross proceeds of \$116,068. The original fair market value of the exercised warrants of \$172,135 was transferred from warrant capital to share capital.
- (vi) On December 30, 2017, 230,001 warrants expired. The fair value of the warrants at time of grant of \$19,590 was transferred from warrant capital to contributed surplus.

Rocky Mountain Marijuana Inc.
Notes to the Financial Statements
For the year ended December 31, 2017 and for the period from Incorporation on December 13,
2016 to December 31, 2016
(In Canadian dollars)

5. SHARE AND WARRANT CAPITAL (Continued)

Outstanding warrants at December 31, 2017 were as follows:

	Warrants	Weighted average prices	Weighted average years to expiry
Broker warrants	77,528	\$0.25(i)	0.5
Warrants	1,189,999	\$0.75	0.1
New Warrants	1,774,000	\$1.25	1.5
Balance December 31, 2017	3,041,527	\$1.03	0.9

(i) Will be 90% of the most recent share issue price if exercised after December 31, 2017.

Outstanding warrants at December 31, 2016 were as follows:

	Warrants	Weighted average prices	Weighted average years to expiry
Broker warrants	221,600	\$0.25	0.5
Warrants	1,108,000	\$0.75	1.0
Balance December 31, 2016	1,329,600	\$0.67	0.9

6. SHARE BASED COMPENSATION

The following summarizes information about share options outstanding as at December 31, 2017:

	Number of options	Weighted average price (\$)
Balance, at inception and at December 31, 2016	-	-
Options issued	620,000	0.25
Balance December 31, 2017	620,000	0.25

The following table summarizes information about the share options outstanding and exercisable as at December 31, 2017:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
\$0.25	620,000	4.3	\$0.25	155,000	\$0.25

During the year ended December 31, 2017, the Company issued 620,000 options. Each option allows the holder to purchase one share in the Company at \$0.25 for a period of five years. The options vest evenly over three years starting from the date of grant and ¼ on each anniversary date thereafter. The Black-Scholes option mode was used to calculate the fair value of the options with a risk-free interest rate of 1.12%, volatility of 160%, and no dividend yield. The share based compensation expense recognized during the year ended December 31, 2017 was \$85,700.

7. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2017 was based on the loss attributable to common shareholders of \$558,711 (December 13, 2016 to December 31, 2016 - Nil) and the weighted average number of common shares outstanding of 6,410,254 (December 13, 2016 to December 31, 2016 – 369,263).

8. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The following is a summary of transactions with directors and officers, and companies controlled by directors of the Company. The amounts are measured at the exchange amount which is the fair value of the transactions.

(a) Transactions with related parties

Legal fees paid to a firm at which a director of the Company is a partner:	\$46,216
Fair value of common shares issued to a company controlled by a director of the Company for services rendered:	\$9,333
Fair value of broker warrants issued to two companies controlled by directors of the Company for financial advisory services related to the private placement of units:	\$66,056

At December 31, 2017, \$26,250 was due from two companies controlled by directors of the Company related to the exercises of broker warrants. These amounts are considered collectable and are recorded in prepaid expenses and other current assets (Note 4). These amounts have been collected as of the date of the date these financial statements.

(b) Key management compensation

The fair value of share-based compensation granted during the year ended December 31, 2017 associated with officers and directors of the Company was \$143,901, of which \$85,700 was the expense recorded in the statement of loss and comprehensive loss for the year ended December 31, 2017. Salaries, bonuses and benefits of \$199,500 were paid or payable to an executive officer of the Company.

Approximately \$39,000 is due to an executive officer of the Company for accrued bonuses and normal business expenses paid by the executive officer on behalf of the Company. This amount is recorded in accounts payable and accrued liabilities.

There were no related party transactions in 2016.

9. INCOME TAXES

Income tax expense

The Company does not have any current income tax recovery. The following table reconciles the expected income tax recovery at the statutory income tax rate to the recovery in the statement of loss and comprehensive loss:

	2017	2016
Net loss before income taxes	\$558,711	\$ -
Statutory income tax rate	27%	27%
Expected income tax recovery	150,852	-
Share based compensation	(23,532)	-
Share issue costs and other	25,677	-
Tax benefit not recognized	(152,997)	-
Income tax recovery	\$ -	\$ -

Details of the unrecognized deductible temporary differences are as follows:

Non-capital losses available for future periods	\$490,576	\$ 437
Share issue costs	76,080	43,883
Total deductible differences	\$566,656	\$44,320

The Company's Canadian non-capital tax losses carried forward will expire by 2037.

10. CAPITAL RISK MANAGEMENT

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. 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 its capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. As at December 31, 2017, the Company has not entered into any debt financing. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company considers its shareholders' equity as capital which, as at December 31, 2017 is \$2,479,457.

11. FINANCIAL INSTRUMENTS AND RISK FACTORS

At December 31, 2017, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is classified as a level 1 financial instrument.

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

- Credit risk;
- Liquidity risk; and,
- Interest risk.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. All of the Company's cash was held at one financial institution at December 31, 2017, which is a Canadian Chartered Bank. Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

The Company has share subscriptions receivable outstanding with two companies controlled by directors of the Company for \$26,250. The Company deems these two companies to be creditworthy and collection of the receivable will occur.

The Company has a GST receivable outstanding with the Canada Revenue Agency ("CRA") for \$7,450 at December 31, 2017 (2016 – Nil). The Company deems CRA to be creditworthy and collection of the receivable will occur.

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 currently settles its financial obligations with cash. As at December 31, 2017, the Company's financial liabilities consist of accounts payable and accrued liabilities. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. There have been no changes in the Company's strategy with respect to credit/liquidity risk in the period.

11. FINANCIAL INSTRUMENTS AND RISK FACTORS (Continued)

The timing of cash outflows relating to the financial liabilities is outlined in the table below:

	1 year	2-5 years	>5 years	Total
Accounts payable and accrued liabilities	\$81,209	-	-	\$81,209
Balance December 31, 2017	\$81,209	-	-	\$81,209

Interest risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Company is currently not exposed to interest rate risk as it has no debt.

12. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital are comprised of:

	2017	2016
Source/(use) of cash:		
Prepaid expenses and other current assets	\$(44,177)	\$ -
Accounts payable and accrued liabilities	81,209	-
Net change in non-cash working capital	37,032	-
Operating	63,282	-
Financing	(26,250)	-
Total	\$37,032	\$ -

13. SUBSEQUENT EVENTS

On January 15, 2018, the Company closed the purchase of land and buildings in Newall County, Alberta for \$1,025,000 (including \$125,000 of deposits already paid at December 31, 2017 and recorded in deposits) and incurred other directly attributable costs amounting to \$12,000.

On January 19, 2018, the Company had an initial close of a private placement and issued 753,000 common shares at \$1.00 per share for gross proceeds of \$753,000.

On January 31, 2018, 100,000 warrants were exercised at \$0.75 per share for gross proceeds of \$75,000. 100,000 common shares and 100,000 New Warrants were issued.

On February 7, 2018, the Company had a second and final close of a private placement and issued 1,745,428 common shares at \$1.00 per share for gross proceeds of \$1,745,428.

Effective March 26, 2018, the Company is party to an office lease agreement until June 30, 2020. The Company occupied this office space April 1, 2018. The base annual rent for the lease agreement is approximately \$25,500 per annum plus operating costs and parking.

The following table summarizes the Company's expected commitment for the office lease:

	2018	2019	2020	Total
Office lease	\$28,181	72,942	34,046	\$135,169

On April 1, 2018, Rocky Mountain Marijuana Inc. shareholders completed a one-for-one share exchange with RMMI Corp. which resulted in the Company becoming a wholly-owned subsidiary of RMMI Corp. RMMI Corp. has the same shareholders as Rocky Mountain Marijuana Inc. as before the share exchange and has the same officers and directors as the Company.

APPENDIX “FS-2”
RM MANAGEMENT’S DISCUSSION AND ANALYSIS

ROCKY MOUNTAIN MARIJUANA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2018

The following Management's Discussion and Analysis ("**MD&A**") of the financial results of Rocky Mountain Marijuana Inc. ("**RM**" or the "**Corporation**") for the three months ended March 31, 2018. This MD&A should be read in conjunction with: (i) the unaudited condensed interim financial statements for the three months ended March 31, 2018; and (ii) the audited financial statements for the year ended December 31, 2017 and the period from incorporation on December 13, 2016 to December 31, 2016. The unaudited condensed financial statements were prepared in accordance with International Accounting Standards ("**IAS**") 34, *Interim Financial Reporting*. Unless otherwise noted, all financial measures are expressed in Canadian dollars. This MD&A is based on information available as of May 22, 2018 and was reviewed and approved by the board of directors of RM on May 22, 2018.

On October 19, 2017, the Corporation completed a 5 for 1 consolidation of all of its issued and outstanding securities. As such, all share, option and warrant numbers and all per share amounts in this MD&A are presented on a post-share consolidation basis.

Forward Looking Statements

Certain statements contained in this MD&A constitute "forward-looking statements" or "forward-looking information" within the meaning of the applicable securities legislation (collectively, "**forward-looking statements**"). These statements relate to management's expectations about future events, results of operations and the Corporation's future performance (both operational and financial) and business prospects. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements can be identified by words such as: "anticipate," "intend," "contemplate," "continue," "propose," "predict," "plan," "goal," "seek," "believe," "project," "forecast," "pursue," "potential," "objective," "estimate," "expect," "strategy," "future," "likely," "might," "may," "shall," "should," "could," "will," "capable," and similar references to future periods. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this MD&A. In addition, this MD&A may contain forward-looking statements and forward-looking information attributed to third-party industry sources.

In particular, this MD&A contains the following forward-looking statements pertaining to, without limitation, the following: the financial statements of the Corporation upon receipt of a licence to produce medical marijuana, development of the RM Property (as defined herein) changes in general and administrative expenses; future business operations and activities and the timing thereof; the future tax liability of the Corporation; the estimated future contractual obligations of the Corporation; the future liquidity and financial capacity of the Corporation; and its ability to fund its working capital and forecasted capital expenditures.

With respect to the forward-looking statements contained in this MD&A, the Corporation has made assumptions regarding: obtaining necessary regulatory approvals from Health Canada and other governmental authorities; the ability to raise capital; the continued availability of capital; the ability to obtain financing on acceptable terms; RM's ability to successfully execute its plans and intentions; and the continuation of the current tax and regulation.

We believe the expectations reflected in those forward looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in, or incorporated by reference into, this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. The actual results could differ materially from those anticipated in these forward looking statements as a result of the risk factors. For a detailed discussion of the risk factors, please see heading "*Risk Factors*" included in the amended and restated prospectus to which this MD&A is attached.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward looking statements contained in this MD&A and the documents incorporated by reference herein are expressly qualified by this cautionary statement. The forward-looking statements contained in this document speak only as of the date of this document and the Corporation does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

Overview

The Corporation was incorporated under the *Business Corporations Act (Alberta)*, on December 13, 2016. The Corporation's registered office is located at 1050, 639 – 5th Avenue SW, Calgary, Alberta, T2P0M9. RM has no subsidiaries.

On September 14, 2017, RM applied to Health Canada to become a licensed producer of cannabis under the *Health Canada's Access to Cannabis for Medical Purposes Regulations* (“ACMPR”). As at the date of this MD&A, RM is in the detailed review and security clearance stage of the ACMPR application process, it owns a facility in Newell County, Alberta (the “**RM Property**”) which it plans to retrofit into its cannabis cultivation facility if it becomes a licensed producer, and is advancing its ACMPR application to receipt of a licence to produce and licence to sell cannabis.

Overall Performance

Selected Information

The following table provides a brief summary of the Corporation's financial operations. For more detailed information, refer to the Corporation's financial statements.

	As at or for the three months ended March 31, 2018	As at or for the three months ended March 31, 2017
Revenue	\$NIL	\$NIL
Net loss	\$307,928	\$113,657
Basic and diluted loss per share	\$0.03	\$0.02
Total assets	\$4,855,326	\$1,465,944
Total long-term liabilities	\$NIL	\$NIL
Working capital	\$3,729,414	\$1,423,243
Shareholders' equity	\$4,781,036	\$1,423,243

To date, the Corporation has not generated any revenue. The Corporation's financial success will be dependent on several factors, including its ability to become a licensed producer of cannabis under the ACMPR.

For the three months ended March 31, 2018, the Corporation had no revenue and reported a net loss and total comprehensive loss of \$307,928, with basic and diluted loss per common share of the Corporation of \$0.03. The net loss can be attributed to:

- Expenditures of \$92,941 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation;
- Legal, auditor and other professional fees and services of \$35,837 for corporate activity requiring consulting, legal and audit services from third party service providers to the Corporation; and
- Non-cash share-based compensation expense of \$140,300.

For the three months ended March 31, 2017, the Corporation had reported no revenue and reported a net loss and total comprehensive loss of \$113,657, with basic and diluted loss per common share of the Corporation of \$0.02. The net loss can be attributed to:

- Expenditures of \$62,055 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation;
- Legal and other professional fees and services of \$14,201 for corporate activity requiring consulting and legal services from third party service providers to the Corporation; and
- Non-cash share-based compensation expense of \$36,000.

The increase in these major expense categories between the three months ended March 31, 2018 are as a result of:

- Generally a higher level of activity in the 2018 period as the Corporation had just started up in the comparable period;
- The Corporation had one full-time employee, one full-time consultant and one part-time consultant in the 2018 period compared to one full-time employee and one part-time consultant in the comparable period;
- The Corporation incurred legal fees in the 2018 period for an annual general and special meeting and for its corporate reorganization that was completed on April 1, 2018 during the 2018 period; and did not have these activities in the comparable period;
- The Corporation engaged an accounting firm to review its financial statements for the three months ended March 31, 2018 and did not perform a third-party review of its financial statements in the comparable period; and
- The Corporation's share price was higher in the 2018 period which results in a higher Black-Scholes value of the options granted in 2018 compared to the value of options granted in the comparable period.

As at March 31, 2018, the Corporation had an accumulated deficit of \$866,639. As at March 31, 2018, the Corporation has working capital of \$3,729,414, including cash of \$3,763,734. The Corporation was well capitalized to execute its near term business plan to progress its ACMPR application and prepare its RM Property for development into its production facility.

Outlook

In 2018, the Corporation plans to progress its business plan of becoming a licensed producer of marijuana under the ACMPR. Priorities include: development of its cultivation facility at the RM Property, selecting and installing cultivation and processing equipment, receiving a producer licence, hiring staff and cultivating and selling marijuana. The Corporation also expects to raise additional financing through debt or equity to fund the execution of its business plan.

Results of Operations

Revenue

RM is a development stage company and commencement of operations depends on the granting of a production licence by Health Canada. As such, RM has not earned any revenue.

General and Administration Expenses

RM's general and administration expenses for the three month period ended March 31, 2018 was \$167,628 compared to \$77,657 for the three month period ended March 31, 2017.

In the 2018 period, the Corporation had expenditures of \$92,941 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation and legal, auditor and other professional fees and services of \$35,837 for corporate activity requiring consulting, legal and audit services from third party service providers to the Corporation.

For the comparable period, the Corporation had expenditures of \$62,055 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation and legal and other professional fees and services of \$14,201 for corporate activity requiring consulting and legal services from third party service providers to the Corporation.

The increase in these major expense categories between the three month period ended March 31, 2018 and March 31, 2017 are as a result of:

- Generally a higher level of activity in the 2018 period as the Corporation had just started up in the comparable period;
- The Corporation had one full-time employee, one full-time consultant and one part-time consultant in the 2018 period compared to one full-time employee and one part-time consultant in the comparable period;
- The Corporation incurred legal fees in the 2018 period for an annual general and special meeting and for its corporate reorganization that was completed on April 1, 2018 and did not have these activities in the comparable period; and
- The Corporation engaged an auditor to review its financial statements for the three months ended March 31, 2018 and did not perform a third party review of its financial statements in the comparable period.

As the Corporation progresses its ACMPR application, develops its cultivation facility, increases the number of staff to execute its business plan and structure its activities to prepare for marijuana production and sales operations, total general and administrative expenses in the three months ended March 31, 2018 are expected to increase for the remaining three quarters of 2018.

Share Based Compensation

For the three-month period ended March 31, 2018, the Corporation issued 510,000 options to certain employees, directors and consultants of the Corporation. Each option allows the holder thereof to purchase one common share in the capital of the Corporation at an exercise price of \$1.00 for a period of five years. The options vest evenly over three years starting from the date of grant and 25% on each anniversary date thereafter. The Black-Scholes option mode was used in calculating the fair value of the options with a risk-free interest rate of 2.00%, volatility of 130%, and no dividend yield. The share based compensation expense recognized during the three months ended March 31, 2018 was \$140,300.

For the three-month period ended March 31, 2017, the Corporation issued 620,000 options to employees, directors and consultants of the Corporation. Each option allows the holder thereof to purchase one common share in the capital of the Corporation at an exercise price of \$0.25 for a period of five years. The options vest evenly over three years starting from the date of grant and 25% on each anniversary date thereafter. The Black-Scholes option mode was used in calculating the fair value of the options with a risk-free interest rate of 1.12%, volatility of 160%, and no dividend yield. The share based compensation expense recognized during the three months ended March 31, 2017 was \$36,000.

Liquidity and Capital Resources

For the three month period ended March 31, 2018, RM's cash flow used in operating activities was \$198,590.

For the three month period ended March 31, 2018, RM's investing activities used cash of \$924,662. This cash was used to complete the purchase of the RM Property which closed on January 15, 2018 and for furniture and equipment.

For the three month period ended March 31, 2018, RM's cash flow from financing activities were \$2,495,457 from the issuance of share capital net of cash share issuance costs.

At March 31, 2018, the Corporation had working capital of \$3,729,414 (including cash of \$3,763,734) and no debt.

The Corporation also expects to spend approximately \$6 million in capital expenditures to develop its production facility and acquire and install production equipment. The Corporation will use existing working capital and raise additional sources of equity or debt capital to fund the expected capital expenditures.

Quarterly Results

	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017	As at or for the period from incorporation on December 13, 2016 to December 31, 2016
Revenue	\$NIL	\$NIL	\$NIL	\$NIL	\$NIL	\$NIL
Net loss	\$319,928	\$188,298	\$157,274	\$99,482	\$113,657	\$NIL
Basic and diluted loss per share	\$0.03	\$0.03	\$0.02	\$0.01	\$0.02	\$NIL
Total assets	\$4,843,326	\$2,560,666	\$1,249,382	\$1,362,123	\$1,465,944	\$788,680
Total long-term liabilities	\$NIL	\$NIL	\$NIL	\$NIL	\$NIL	\$NIL
Working capital	\$3,729,414	\$2,354,457	\$1,212,487	\$1,352,761	\$1,423,243	\$788,680
Shareholders' equity	\$4,769,036	\$2,479,457	\$1,212,487	\$1,352,761	\$1,423,243	\$788,680

Summary of quarterly results:

- In Q1 2018, the Corporation issued 2,498,428 at \$1.00 per common share for gross proceeds of \$2,498,428 which resulted in an increase in shareholders' equity and total assets.
- In Q1 2018, the Corporation closed the purchase of the RM Property for \$1,025,000 (including \$125,000 of deposits already paid at December 31, 2017 and recorded in deposits at December 31, 2017) and incurred other directly attributable costs amounting to \$12,000.
- In Q1 2018, the Corporation's non-cash share-based compensation expense increased to \$140,300 due to a grant of options that had a higher Black-Scholes value due to the Corporation's higher share price.
- In Q4 2017, the Corporation's warrant holders exercised 2,238,272 warrants for gross proceeds of \$1,446,568 which resulted in an increase in shareholder's equity and total assets.
- In Q3 and Q4 2017, the Corporation incurred expenses related to its licensed producer application to Health Canada pursuant to the ACMPR.
- In Q1 2017, the Corporation issued 4,072,000 common shares and 2,036,000 warrants for gross proceeds of

- \$1,030,000 (including \$275,000 of subscriptions received in advance at December 31, 2016) which resulted in an increase in shareholders' equity and total assets.
- From incorporation on December 13, 2016 to December 31, 2016, the Corporation issued 2,616,000 common shares and 1,108,000 warrants for gross proceeds of \$558,000 which resulting in an increase in shareholders' equity. \$275,000 of subscriptions received in advance contributed to the increase in cash and shareholders' equity during this period.
- During each quarter in 2017, the Company reported net losses from the incurrence of general and administrative expenses and share based compensation expense in execution of its short term business plan to obtain a Health Canada licence to produce medical cannabis.

Related Party Transactions

Related party transactions are incurred during the normal course of operations on similar terms and conditions to those entered into with unrelated parties.

The following is a summary of transactions with directors and officers, and companies controlled by directors of the Corporation. The amounts are measured at the exchange amount which is the fair value of the transactions.

(a) Transactions with related parties during the three months ended March 31, 2018:

Legal fees paid to a firm at which Eugene Chen, a director of the Corporation, is a partner:	\$	39,839
Fair value of common shares issued to a company controlled by Eugene Chen, a director of the Corporation, for services rendered:	\$	9,333
Fair value of broker warrants issued to two companies controlled by Earl Connors and Eugene Chen, directors of the Corporation, for financial advisory services related to the private placement of units:	\$	15,871

At March 31, 2018, \$33,500 was owing to the law firm at which a director of the Company is a partner. This amount is recorded in accounts payable and accrued liabilities.

During the three months ended March 31, 2018, the Company collected \$26,250 that was due from two entities controlled by directors of the Company relating to the exercise of broker warrants, which were recorded in prepaid expenses and other current assets as at December 31, 2017.

Outstanding Share Data

The Corporation is authorized to issue an unlimited number of voting common shares with no par value.

On December 22, 2016, the Corporation issued 400,000 common shares for gross proceeds of \$4,000.

In a series of closings from December 30, 2016 to April 24, 2017, the Corporation completed a private placement for total proceeds of \$1,597,000 at a price of \$0.25 per unit. A unit consisted of one common share in RM and one half warrant with an exercise price of \$0.75 with a one-year term. Total common shares of 6,388,000 and 3,194,000 warrants were issued. As partial compensation, 541,800 broker warrants were issued with an exercise price of \$0.25 and June 30, 2017 expiry (subsequently extended to June 30, 2018). The Corporation paid cash commissions of \$72,960 and other costs of \$14,140. In addition, 45,000 common shares with fair value of \$9,333 were issued to a financial advisor in relation to the completion of the private placement and recorded as a share issue cost.

On December 28, 2017, a number of warrants were exercised under an early exercise incentive program. Under this program, warrant holders were issued one new warrant (the "New Warrants") for each exercised warrant. As a result

of this program, 1,774,000 warrants for exercised for gross proceeds of \$1,330,500 and 1,774,000 New Warrants were issued. The New Warrants have an exercise price of \$1.25 and expire June 30, 2019.

On December 28, 2017, 464,272 broker warrants were exercised for gross proceeds of \$116,068.

At December 31, 2017, the Corporation had 9,071,272 common shares issued and outstanding.

In two closings on January 19, 2018 and February 7, 2018, the Corporation completed a private placement for total proceeds of \$2,498,428 at a price of \$1.00 per common share. Total common shares of 2,498,428 were issued. As partial compensation, 169,290 broker warrants were issued with an exercise price of \$1.00 and an expiry date of May 30, 2018. The Corporation also paid cash commissions of \$181,382 and other costs of \$5,339 which were recorded as share issues costs. On May 8, 2018, the \$1.00 broker warrant expiry was extended to March 31, 2019.

On January 31, 2018, 100,000 warrants were exercised at \$0.75 per share for gross proceeds of \$75,000. 100,000 common shares and 100,000 New Warrants were issued.

On March 3, 2018, 110,000 warrants were exercised at \$0.75 per share for gross proceeds of \$82,500.

From December 30, 2017 to April 24, 2018, 1,210,000 warrants expired.

At the date of this MD&A, the Corporation has 11,779,700 common shares issued and outstanding and 2,137,484 warrants and 1,130,000 options outstanding.

Contractual Obligations

The Corporation is party to a lease agreement dated March 23, 2018 for the rental of its office space commencing March 26, 2018 until June 30, 2020. The Corporation occupied this office space April 1, 2018. The base annual rent for the lease agreement is approximately \$25,500 per annum plus operating costs and parking.

The following table summarizes the Corporation expected commitment for the office lease:

	2018	2019	2020	Total
Office lease	\$28,181	72,942	34,046	\$135,169

Capital Expenditures

In the three months ended March 31, 2018, the Corporation closed the purchase of the RM Property for \$1,025,000 (including \$125,000 of deposits already paid at December 31, 2017 and recorded in deposits at December 31, 2017) and incurred other directly attributable costs amounting to \$12,000. The purchase price was allocated to land and buildings and improvements based on a third party appraisal prepared on the property. The buildings includes two warehouse facilities which are expected to be retrofitted as the Corporation's cannabis production facilities. As such, the buildings are not considered available for use and is not subject to depreciation.

In the three months ended March 31, 2018, the Corporation purchased furniture and equipment for \$14,622. As the purchases per completed late in the fiscal quarter, depreciation will begin in Q2 2018.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Recent Accounting Pronouncements

The Corporation has elected to adopt IFRS 16, Leases ("IFRS 16"), at its effective time for annual periods beginning on or after January 1, 2019. On adoption of IFRS 16, the Corporation will recognize lease liabilities in relation to leases under the principles of the new standard. These liabilities will be measured at the present value of the remaining

lease payments, discounted using the Corporation's incremental borrowing rate as of January 1, 2019. The associated rights-of-use assets will be measured at the amount equal to the lease liability on January 1, 2019 with no impact on retained earnings.

On initial adoption, the Corporation will use the following practical expedients permitted by the standard:

- The use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- The accounting of leases with a remaining lease term of less than twelve months as at January 1, 2019 as short-term leases; The accounting for lease payments as expenses on leases for which the underlying asset is of low dollar value;
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease; and
- The Corporation will not apply any grandfathering practical expedients.

The impact of the adoption of IFRS 16 at January 1, 2019 will be determined later in 2018.

Critical Accounting Estimates

A summary of the Corporation's significant accounting policies is contained in Note 2 to the December 31, 2017 and March 31, 2018 financial statements. These accounting policies are subject to estimates and key judgments about future events, many of which are beyond the Corporation's control. The following is a discussion of the accounting estimates that are critical to the financial statements.

i. Deferred tax assets

Deferred tax assets, including those arising from tax loss carry-forwards, require management to assess the likelihood that the Corporation will generate sufficient taxable income in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Corporation to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Corporation to realize the net deferred tax assets recorded at the reporting date could be impacted.

ii. Share-based compensation and warrants

The fair value of stock options granted and warrants issued are recognized using the Black-Scholes option pricing model. Measurement inputs include the Corporation's share price on the measurement date, the exercise price of the options and warrants, the expected volatility of comparable companies, the expected life of the options, expected dividends and the risk-free rate of return. The Corporation estimates volatility based on historical volatilities of peer companies that are publicly traded. The expected life of the options and warrants is based on the terms of the options and warrants. Dividends are not factored in as the Corporation does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that actually vest.

iii. Useful lives of property and equipment

The Corporation estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property and equipment are based on internal evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes

in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Financial Instruments

The Corporation holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Corporation to credit risks, market risks and liquidity risks. The Corporation manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical. At March 31, 2018, the Corporation's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash and cash equivalents. All of the Corporation's cash is held at one financial institution, which is a Canadian Chartered Bank. Management believes that the risk of loss is minimal but the Corporation is subject to concentration of credit risk.

The Corporation has a GST receivable outstanding with the Canada Revenue Agency ("CRA") for \$12,826. believes this amount will be recovered in full.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations with cash. As at March 31, 2018, the Corporation's financial liabilities consist of accounts payable and accrued liabilities. The Corporation manages its liquidity risk by reviewing its capital requirements on an ongoing basis. There have been no changes in the Corporation's strategy with respect to credit/liquidity risk in the period.

ROCKY MOUNTAIN MARIJUANA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS AT AND FOR YEAR ENDED DECEMBER 31, 2017 AND FOR THE PERIOD FROM INCORPORATION ON DECEMBER 13, 2016 TO DECEMBER 31, 2016

The following Management's Discussion and Analysis ("**MD&A**") of the financial results of Rocky Mountain Marijuana Inc. ("**RM**" or the "**Corporation**") should be read in conjunction with the audited financial statements for the year ended December 31, 2017 and for the period from incorporation on December 13, 2016 to December 31, 2016. The financial statements were prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Unless otherwise noted, all financial information is expressed in Canadian dollars. This MD&A is dated May 22, 2018 and was reviewed and approved by the board of directors of RM on May 22, 2018.

On October 19, 2017, the Corporation completed a 5 for 1 consolidation of all of its issued and outstanding securities. As such, all share, option and warrant numbers and all per share amounts in this MD&A are presented on a post-share consolidation basis.

Forward Looking Statements

Certain statements contained in this MD&A constitute "forward-looking statements" or "forward-looking information" within the meaning of the applicable securities legislation (collectively, "**forward-looking statements**"). These statements relate to management's expectations about future events, results of operations and the Corporation's future performance (both operational and financial) and business prospects. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements can be identified by words such as: "anticipate," "intend," "contemplate," "continue," "propose," "predict," "plan," "goal," "seek," "believe," "project," "forecast," "pursue," "potential," "objective," "estimate," "expect," "strategy," "future," "likely," "might," "may," "shall," "should," "could," "will," "capable," and similar references to future periods. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this MD&A. In addition, this MD&A may contain forward-looking statements and forward-looking information attributed to third-party industry sources.

In particular, this MD&A contains the following forward-looking statements pertaining to, without limitation, the following: the financial statements of the Corporation upon receipt of a licence to produce medical marijuana, development of the RM Property (as defined herein) changes in general and administrative expenses; future business operations and activities and the timing thereof; the future tax liability of the Corporation; the estimated future contractual obligations of the Corporation; the future liquidity and financial capacity of the Corporation; and its ability to fund its working capital and forecasted capital expenditures.

With respect to the forward-looking statements contained in this MD&A, the Corporation has made assumptions regarding: obtaining necessary regulatory approvals from Health Canada and other governmental authorities; the ability to raise capital; the continued availability of capital; the ability to obtain financing on acceptable terms; RM's ability to successfully execute its plans and intentions; and the continuation of the current tax and regulation.

We believe the expectations reflected in those forward looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in, or incorporated by reference into, this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. The actual results could differ materially from those anticipated in these forward looking statements as a result of the risk factors. For a detailed discussion of the risk factors, please see heading "*Risk Factors*" included in the amended and restated prospectus to which this MD&A is attached.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward looking statements contained in this MD&A and the documents incorporated by reference herein are expressly qualified by this cautionary

statement. The forward-looking statements contained in this document speak only as of the date of this document and the Corporation does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

Overview

The Corporation was incorporated under the *Business Corporations Act (Alberta)*, on December 13, 2016. The Corporation's registered office is located at Suite 1050, 639 – 5th Avenue SW, Calgary, Alberta, T2P0M9. RM has no subsidiaries.

On September 14, 2017, RM applied to Health Canada to become a licensed producer of cannabis under the *Health Canada's Access to Cannabis for Medical Purposes Regulations* (“ACMPR”). As at the date of this MD&A, RM is in the detailed review and security clearance stage of the ACMPR application process, it owns a facility in Newell County, Alberta (the “**RM Property**”) which it plans to retrofit into its cannabis cultivation facility and is advancing its ACMPR application to receipt of a licence to produce and licence to sell cannabis.

Overall Performance

To date, the Corporation has not generated any revenue. The Corporation's financial success will be dependent on several factors, including its ability to become a licensed producer of cannabis under the ACMPR.

For the year ended December 31, 2017, the Corporation had no revenue and reported a net loss and total comprehensive loss of \$558,711, with basic and diluted loss per common share of the Corporation of \$0.09. The net loss can be attributed to:

- Expenditures of \$313,109 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation;
- Legal and audit fees and services of \$35,476 for corporate activity requiring consulting, legal and audit services from third party service providers to the Corporation; and
- ACMPR application and related consulting of \$59,988 for consulting services related to the Corporation's ACMPR application and facility purchase.

For the period from incorporation on December 13, 2016 to December 31, 2016, the Corporation had not started any operations and therefore reported no revenue, no expenses and \$NIL net loss and total comprehensive loss.

In the fourth quarter of 2017, the Corporation had no revenue and reported a net loss and total comprehensive loss of \$188,298, with basic and diluted loss per common share of the Corporation of \$0.03. The net loss can be attributed to:

- Expenditures of \$122,060 attributable to salaries, fees and employee benefit expenses for employees and consultants to oversee the affairs of the Corporation;
- Legal, audit and other professional fees and services of \$27,201 for corporate activity requiring consulting, legal and audit services from third party service providers to the Corporation; and
- Non-cash share based compensation expense of \$16,700.

As at December 31, 2017, the Corporation had an accumulated deficit of \$558,711. As at December 31, 2017, the Corporation has working capital of \$2,354,457, including cash of \$2,391,489. This was an increase from December 31, 2016 when the Corporation had cash and working capital of \$788,680. The Corporation is well capitalized to execute its near term business plan to progress its ACMPR application and prepare the RM Property for development into its production facility.

Outlook

In 2018, the Corporation plans to progress its business plan of becoming a licensed producer of marijuana under the ACMPR. Priorities include: development of its cultivation facility at the RM Property, selecting and installing cultivation and processing equipment, receiving a producer licence, hiring staff and cultivating and selling marijuana. The Corporation also expects to raise additional financing through debt or equity to fund the execution of its business plan.

Selected Annual Information

The following table provides a brief summary of the Corporation's financial operations. For more detailed information, refer to the Corporation's consolidated financial statements.

	As at or for the year ended December 31, 2017	As at or for the period from incorporation on December 13, 2016 to December 31, 2016
Revenue	\$NIL	\$NIL
Net loss	\$558,711	\$Nil
Basic and diluted loss per share	(\$0.09)	\$Nil
Total assets	\$2,560,666	\$788,680
Total long-term liabilities	\$NIL	\$NIL
Working capital	\$2,354,457	\$788,680

Results of Operations

Revenue

RM is a development stage company and commencement of operations depends on the granting of a production licence by Health Canada. As such, RM has not earned any revenue.

General and Administration Expenses

RM's general and administration expenses for the year ended December 31, 2017 was \$473,011. Staffing costs for the Corporation's sole employee and several contract staff were the largest component at approximately \$313,000. The Corporation also incurred approximately \$60,000 on professional fees related to its ACMPR application and facility purchase. Legal and audit fees totaled approximately \$35,000.

The Corporation was not operational in the period from incorporation on December 31, 2016 to December 31, 2016 and did not incur any general and administrative expenses.

Share Based Compensation

For the year ended December 31, 2017, the Corporation issued 620,000 options to certain employees, directors and consultants of the Corporation. Each option allows the holder thereof to purchase one common share in the capital Corporation at an exercise price \$0.25 per common share for a period of five years. The options vest evenly over three years starting from the date of grant and 25% on each anniversary date thereafter. The Black-Scholes option mode was used in calculating the fair value of the options with a risk-free interest rate of 1.12%, volatility of 160%, and no dividend yield. The share-based compensation expense recognized during the year ended December 31, 2017 was \$85,700.

Income Taxes

The Corporation does not expect to pay current taxes into the foreseeable future based on existing tax pools, planned capital activities and current forecasts of taxable income. However, the current tax horizon will ultimately depend on

several factors including future operations, corporate expenses, and both the type and amount of capital expenditures incurred during in future reporting periods.

Liquidity and Capital Resources

For the year ended December 31, 2017, RM's cash flow used in operating activities was \$409,729.

For the year ended December 31, 2017, RM's investing activities used cash of \$125,000. This cash was used for deposits on its purchase of its RM Property which closed on January 15, 2018.

For the period year ended December 31, 2017, RM's cash flow from financing were \$2,137,538 from the issuance of share and warrant capital net of cash issuance costs.

At December 31, 2017, the Corporation had working capital of \$2,354,457 (including cash of \$2,391,489) and no debt. This was an increase from December 31, 2016 when the Corporation had cash and working capital of \$788,680.

For the period from incorporation on December 13, 2016 to December 31, 2016, the Corporation had \$NIL cash flow from operations, used \$NIL in investing activities and had cash from financing activities of \$788,680 from issuance of share and warrant capital net of cash issuance costs.

The Corporation had negative cash flow from operating activities for the year ended December 31, 2017.

The Corporation also expects to spend approximately \$6 million in capital expenditures to develop its production facility and acquire and install production equipment. The Corporation's existing working capital and raise additional sources of equity or debt capital to fund the expected capital expenditures.

Quarterly Results

	Q4 2017	Q3 2017	Q2 2017	Q1 2017
Revenue	\$NIL	\$NIL	\$NIL	\$NIL
Net loss	\$188,298	\$157,274	\$99,482	\$113,657
Basic and diluted loss per share	\$0.03	\$0.02	\$0.01	\$0.03
Total assets	\$2,560,666	\$1,249,382	\$1,362,123	\$1,465,944
Total long term liabilities	\$NIL	\$NIL	\$NIL	\$NIL
Working capital	\$2,354,457	\$1,212,487	\$1,352,761	\$1,423,243
Shareholders' equity	\$2,479,457	\$1,212,487	\$1,352,761	\$1,423,243

Summary of quarterly results:

- In Q4 2017, the Corporation's warrant holders exercised 2,238,272 warrants for gross proceeds of \$1,446,568 which resulted in an increase in shareholder's equity and total assets.
- In Q3 and Q4 2017, the Corporation incurred expenses related to its licensed producer application to Health Canada pursuant to the ACMPR.
- In Q1 2017, the Corporation issued 4,072,000 common shares and 2,036,000 warrants for gross proceeds of \$1,018,000 (including \$275,000 of subscriptions received in advance at December 31, 2016) which resulted in an increase in shareholders' equity and total assets.
- From incorporation on December 13, 2016 to December 31, 2016, the Corporation issued 2,616,000 common shares and 1,108,000 warrants for gross proceeds of \$558,000 which resulting in an increase in shareholders' equity. \$275,000 of subscriptions received in advance contributed to the increase in cash and shareholders'

- equity during this period.
- During each quarter in 2017, the Company reported net losses from the incurrence of general and administrative expenses and share based compensation expense in execution of its short term business plan to obtain a Health Canada licence to produce medical cannabis.

Related Party Transactions

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Corporation and includes both executive and non-executive directors, and entities controlled by such persons. The Corporation considers all directors and officers of the Corporation to be key management personnel.

The following is a summary of transactions with directors and officers, and companies controlled by directors of the Corporation. The amounts are measured at the exchange amount which is the fair value of the transactions.

(b) Transactions with related parties for the year ended December 31, 2017

Legal fees paid to a firm at which Eugene Chen, a director of the Corporation, is a partner:	\$	46,216
Fair value of common shares issued to a company controlled by Eugene Chen, a director of the Corporation, for services rendered:	\$	9,333
Fair value of broker warrants issued to two companies controlled by Earl Connors and Eugene Chen, directors of the Corporation for financial advisory services related to the private placement of units:	\$	66,056

At December 31, 2017, \$26,250 was due from two companies controlled by directors of the Corporation related to the exercises of broker warrants. These amounts are considered collectable and are recorded in prepaid expenses and other current assets. These amounts were collected in February 2018.

(c) Key management compensation

The fair value of share-based compensation granted during the period associated with officers and directors of the Corporation was \$143,901, of which \$85,700 was the expense recorded in the statement of loss and comprehensive loss for the period ended December 31, 2017. Salaries, bonuses and benefits of \$199,500 were paid or payable to an executive officer of the Corporation.

Approximately \$39,000 is due to an executive officer of the Corporation for accrued bonuses and normal business expenses paid by the executive officer on behalf of the Corporation. This amount is recorded in accounts payable and accrued liabilities. These amounts have been paid to the executive officer as of February 28, 2018.

There were no related party transactions for the period from incorporation on December 13, 2016 to December 31, 2016.

Outstanding Share Data

The Corporation is authorized to issue an unlimited number of voting common shares with no par value.

On December 22, 2016, the Corporation issued 400,000 common shares for gross proceeds of \$4,000.

In a series of closings from December 30, 2016 to April 24, 2017, the Corporation completed a private placement for total proceeds of \$1,597,000 at a price of \$0.25 per unit. A unit consisted of one common share in RM and one-half warrant with an exercise price of \$0.75 with a one-year term. Total common shares of 6,388,000 and 3,194,000 warrants were issued. As partial compensation, 541,800 broker warrants were issued with an exercise price of \$0.25

and June 30, 2017 expiry (subsequently extended to June 30, 2018). The Corporation paid cash commissions of \$72,960 and other costs of \$14,140. In addition, 45,000 common shares with fair value of \$9,333 were issued to a financial advisor in relation to the completion of the private placement and recorded as a share issue cost.

On December 28, 2017, a number of warrants were exercised under an early exercise incentive program. Under this program, warrant holders were issued one new warrant (the “**New Warrants**”) for each exercised warrant. As a result of this program, 1,774,000 warrants were exercised for gross proceeds of \$1,330,500 and 1,774,000 New Warrants were issued. The New Warrants have an exercise price of \$1.25 and expire June 30, 2019.

On December 28, 2017, 464,272 broker warrants were exercised for gross proceeds of \$116,068.

At December 31, 2017, the Corporation had 9,071,272 common shares issued and outstanding.

In two closings on January 19, 2018 and February 7, 2018, the Corporation completed a private placement for total proceeds of \$2,498,428 at a price of \$1.00 per common share. Total common shares of 2,498,428 were issued. As partial compensation, 169,290 broker warrants were issued with an exercise price of \$1.00 and an expiry date of May 30, 2018. The Corporation also paid cash commissions of \$181,382 and other costs of \$5,339 which were recorded as share issues costs. On May 8, 2018, the \$1.00 broker warrant expiry was extended to March 31, 2019.

On January 31, 2018, 100,000 warrants were exercised at \$0.75 per share for gross proceeds of \$75,000. 100,000 common shares and 100,000 New Warrants were issued.

On March 3, 2018, 110,000 warrants were exercised at \$0.75 per share for gross proceeds of \$82,500.

From December 30, 2017 to April 24, 2018, 1,210,000 warrants expired.

At the date of this MD&A, the Corporation has 11,779,700 common shares issued and outstanding and 2,120,818 warrants and 1,130,000 options outstanding.

Contractual Obligations

The Corporation had no contractual obligations at December 31, 2017 or December 31, 2016. The Corporation is party to a lease agreement dated March 23, 2018 for the rental of its office space that commenced on March 26, 2018 until June 30, 2020. The Corporation occupied this office space on April 1, 2018. The base annual rent for the lease agreement is approximately \$25,500 per annum plus operating costs and parking and the total cost over the term is expected to be approximately \$135,000.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Recent Accounting Pronouncements

IFRS 9, Financial Instruments (“**IFRS 9**”) addresses classification and measurement of financial assets and replaces the multiple category and measurement models in *IASB 39: Financial Instruments – Recognition and Measurement* (“**IAS 39**”) for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities largely carry forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 will be effective for accounting periods beginning on January 1, 2018. The Corporation has concluded that IFRS 9 will not have a material impact on its financial statement

IFRS 15 - Revenue from Contracts with Customers (“**IFRS 15**”) establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contract with a customer, regardless of type of revenue transaction or the industry. IFRS 15 will also apply to the recognition and measurement of gains and losses on sale of certain non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 will be effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Corporation does not have any Revenue from Contracts with Customers at December 31, 2017 and will apply IFRS 15 on a prospective basis.

IFRS 16, Leases (“**IFRS 16**”) requires lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IASB 17 - Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board (“**FASB**”). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position.

The new standard will be effective for annual periods beginning on or after January 1, 2019. Early application is permitted, provided the new revenue standard, IFRS 15, has been applied or is applied at the same date as IFRS 16. The Corporation does not have any leases at December 31, 2017 and will apply IFRS 16 on a prospective basis.

Various other accounting pronouncements that have no material impact to the Corporation are not included above. The Corporation has not early adopted these standards.

Critical Accounting Estimates

A summary of the Corporation's significant accounting policies is contained in Note 2 to the December 31, 2017 financial statements. These accounting policies are subject to estimates and key judgments about future events, many of which are beyond the Corporation's control. The following is a discussion of the accounting estimates that are critical to the financial statements.

iv. Deferred tax assets

Deferred tax assets, including those arising from tax loss carry-forwards, require management to assess the likelihood that the Corporation will generate sufficient taxable income in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Corporation to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Corporation to realize the net deferred tax assets recorded at the reporting date could be impacted.

v. Share-based compensation and warrants

The fair value of stock options granted and warrants issued are recognized using the Black-Scholes option pricing model. Measurement inputs include the Corporation's share price on the measurement date, the exercise price of the options and warrants, the expected volatility of comparable companies, the expected life of the options, expected dividends and the risk-free rate of return. The Corporation estimates volatility based on historical volatilities of peer companies that are publicly traded. The expected life of the options and warrants is based on the terms of the options and warrants. Dividends are not factored in as the Corporation does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that actually vest.

Financial Instruments and Risk Factors

The Corporation holds various forms of financial instruments. The nature of these instruments and the Corporation's operations expose the Corporation to credit risks, market risks and liquidity risks. The Corporation manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

At December 31, 2017, the Corporation's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is classified as a level 1 financial instrument.

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

- Credit risk;
- Liquidity risk; and,
- Interest risk.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash and cash equivalents. All of the Corporation's cash is held at one financial institution, which is a Canadian Chartered Bank. Management believes that the risk of loss is minimal but the Corporation is subject to concentration of credit risk.

The Corporation has share subscriptions receivable outstanding with two companies controlled by directors of the Corporation for \$26,250. The Corporation deems these two companies to be creditworthy and collection of the receivable will occur.

The Corporation has a GST receivable outstanding with the Canada Revenue Agency ("CRA") for \$7,450. The Corporation believes this amount will be recovered in full.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations with cash. As at December 31, 2017, the Corporation's financial liabilities consist of accounts payable and accrued liabilities. The Corporation manages its liquidity risk by reviewing its capital requirements on an ongoing basis. There have been no changes in the Corporation's strategy with respect to credit/liquidity risk in the period.

The timing of cash outflows relating to the financial liabilities is outlined in the table below:

	1 year	2-5 years	>5 years	Total
Accounts payable and accrued liabilities	\$81,209	-	-	\$81,209
Balance December 31, 2017	\$81,209	-	-	\$81,209

Interest risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Corporation is currently not exposed to interest rate risk as it has no debt.

Capital risk management

The Corporation/s objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Corporation 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 its capital structure, the Corporation may issue new shares, issue new debt, or acquire or dispose of assets. As at December 31, 2017, the Corporation has not entered into any debt financing. The Corporation is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable. The Corporation considers its shareholders' equity as capital which, as at December 31, 2017 is \$2,479,457.

APPENDIX “B”
MANDATE OF THE BOARD OF DIRECTORS

MANDATE OF THE BOARD OF DIRECTORS

1. PURPOSE

The members of the Board of Directors (the “**Board**”) of RMMI Corp. (the “**Corporation**”) are ultimately responsible for the stewardship of the Corporation’s business and affairs. In exercising their powers and discharging their duties, the directors shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Although directors may be appointed or elected by the shareholders to bring special expertise or point of view to Board deliberations, they are not chosen to represent a particular constituency, and the best interests of the Corporation as a whole shall be paramount at all times.

Subject to the limitations set forth under applicable laws, the Board may discharge its responsibilities, including those listed below, through one or more Board committees. The Board shall have two committees: (i) the Audit Committee and, (ii) the Compensation and Governance Committee, (collectively, the “**Committees**”). In addition to the Committees, the Board may appoint ad hoc committees periodically to address certain issues of a more short-term nature.

2. MANDATE AND RESPONSIBILITIES

To fulfill its mandate, the Board assumes responsibility for the following matters:

2.1 Independence

- (a) The Board is responsible for: (i) appointing the Chief Executive Officer (“CEO”) and all other senior executives and delegating to the CEO and other senior executives the authority over the day-to-day management of the business and affairs of the Corporation and (ii) assessing the performance of the CEO, following a review of the recommendations of the Compensation and Governance Committee. To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other executive officers and that the executive officers create a culture of integrity throughout the Corporation.
- (b) The Board is responsible for determining the compensation to be paid to the CEO, and approving the compensation to be paid to all other executive officers following a review of the recommendations of the Compensation and Governance Committee and of the CEO (with respect to the other executive officers’ compensation).
- (c) The Board may, from time to time, delegate to executive officers the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits and material transactions outside the ordinary course of business shall be reviewed by, and subject to the prior approval of, the Board.
- (d) The Board oversees that appropriate succession planning programs are in place, including programs to appoint, train, develop and monitor senior management.

2.2 Strategic planning

- (a) The Board is responsible for adopting a strategic planning process and approving and reviewing, on at least an annual basis, the strategic direction of the Corporation and its business, operational, and financial plans. Such strategic planning shall take into account, among other things, the opportunities and risks of the Corporation’s business and affairs.

- (b) The Board is responsible for:
 - (i) adopting processes for monitoring the Corporation's progress toward its strategic and operational goals, and providing input and guidance to management in light of changing circumstances affecting the Corporation; and
 - (ii) taking action when the Corporation's performance falls short of its goals or when other special circumstances warrant.

2.3 Monitoring of financial performance and financial reporting

The Board is responsible for:

- (a) approving the audited financial statements, interim financial statements and the notes and management's discussion and analysis accompanying such financial statements;
- (b) reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Corporation's constating documents or applicable laws, including the payment of dividends, the issuance, purchase and redemption of securities, the acquisitions and dispositions of material capital assets and material capital expenditures;
- (c) overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other stakeholders and regulators (as applicable) on a timely basis; and
- (d) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and disclosure requirements under applicable laws.

2.4 Risk management

The Board is responsible for:

- (a) identifying, in conjunction with management, the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to effectively monitor and manage such risks, with a view to balancing such risks against the potential shareholder returns and the long-term viability of the Corporation; and
- (b) implementing a system of internal control measures, including management of all information systems, and ensuring that any remedial actions or adoption of new control measures are implemented effectively.

2.5 Corporate governance

- (a) The Board is responsible for developing the Corporation's approach to corporate governance, including developing a set of corporate governance guidelines for the Corporation.
- (b) Following a review of the recommendations of the Compensation and Governance Committee, the Board is responsible for approving and monitoring compliance with all of the Corporation's policies and procedures related to corporate governance.

2.6 Communications and stakeholder engagement

The Board is responsible for adopting a communications policy which addresses, among other things:

- (a) the timely disclosure of any material changes, material facts and other developments that have a

- (b) significant and material impact on the Corporation;
- (c) how the Corporation interacts with analysts, investors, other key stakeholders and the public;
- (d) determining who is authorized to communicate on behalf of the Corporation;
- (e) measures for the Corporation to comply with its continuous and timely disclosure obligations and to avoid selective disclosure;
- (f) understanding and enforcing the prohibition on tipping and restrictions on the purchase and sale of securities of the Corporation, including by insiders and other persons with a special relationship with the Corporation;
- (g) the management and use of electronic communications channels, including the Corporation's website;
- (h) reporting periodically, at least annually, to shareholders on its stewardship for the preceding year; and
- (i) the Corporation's development of stakeholder engagement programs and the implementation of systems which accommodate feedback from stakeholders.

2.7 Orientation and continuing education

The Board is responsible for:

- (a) developing a description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials;
- (b) ensuring that all new directors receive a comprehensive orientation, that they fully understand the role and duties of the Board, as well as the contribution individual directors are expected to make (including the commitment of time and resources that the Corporation expects from its directors) and that they understand the nature, operation and strategic direction of the Corporation's business; and
- (c) providing continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Corporation's business, including opportunities and risks, remains current.

2.8 Nomination of directors

In connection with the nomination or appointment of directors and working with the Compensation and Governance Committee, the Board is responsible for reviewing periodically, at least annually, what competencies and skills the Board, as a whole, should possess, and assessing what competencies and skills each existing director possesses, identifying any gaps while taking into account the Corporation's strategic direction and changing needs. In the course of this process, the members of the Board shall identify the strengths in a director that would benefit the Board and then seek out individuals who may possess such strengths.

2.9 Board evaluation

The Board, through its Chairman, is responsible for assessing periodically, at least annually, the Board, the Committees and any other committee, and each individual director regarding his, her or its effectiveness and contribution. The Chair shall in his/her assessment consider, in the case of the Board or any Committee or any other committee, its performance against its mandate or charter and, in the case of an individual director, his or her

attendance and against the competencies and skills each individual director is expected to bring to the Board.

The Chair of the Board, together with the independent lead director, if any, shall be responsible for assessing the effectiveness of the Board as a whole as well as individual Board members.

2.10 Role and responsibilities of the Chair of the Board

In addition to the duties and responsibilities of the Board generally, the Chair of the Board has the duties and responsibilities set out below.

(a) Working with Management:

The Chair is responsible for:

- (i) acting as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability and build relationships;
- (ii) representing the Corporation both internally and externally, including as a designated spokesman;
- (iii) communicating and ensuring the CEO is aware of concerns of the Board, shareholders, other stakeholders and the public; and
- (iv) assessing, in conjunction with the Compensation and Governance Committee and the Board, the performance of the CEO and other executive officers, and provide input with respect to compensation and succession.

(b) Managing the Board:

The Chair is responsible for:

- (i) acting as the chair of the Board;
- (ii) ensuring the Board is aware of its obligations to the Corporation, shareholders, management, other stakeholders and leading the Board in carrying out such obligations pursuant to applicable law;
- (iii) establishing, in conjunction with the Compensation and Governance Committee, the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (iv) recommending to the committees of the Board their composition, reviewing the need for, and the performance and suitability of such committees and making such adjustments as are deemed necessary from time to time;
- (v) ensuring the co-ordination of the agenda, information packages and related events for Board meetings;
- (vi) ensuring the Board receives adequate and regular updates from the CEO and executive officers on all material issues relating to the Corporation;
- (vii) acting as a liaison and regularly communicating with all directors and committee chairs to coordinate input from directors to ensure the effectiveness of the Board and its committees; and
- (viii) working in conjunction with the Compensation and Governance Committee, reviewing and

- (ix) assessing director attendance, performance and compensation as well as the size and composition of the Board.

2.11 Corporate policies

The Board shall adopt and periodically review policies and procedures designed to ensure that the Corporation and its directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Corporation's business ethically, with honesty and integrity.

3. MEETINGS

3.1 Meetings

Directors are expected to attend, in person or via tele-conference or video-conference, all meetings of the Board and the committees upon which they serve, to come to such meetings fully prepared, and to remain in attendance for the duration of the meeting. Where a director's absence from a meeting is unavoidable, the director should, as soon as practicable after the meeting, contact the Chair, the CEO, or the secretary for a briefing on the substantive elements of the meeting.

Subject to the Corporation's constituting documents and applicable laws, the time at which and the place where the meetings of the Board shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Board shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter. Meetings of the Board will also include in-camera meetings of the independent members of the Board without management present.

The Board may appoint an independent lead director (the "**Lead Director**") from among the directors, who shall serve for such term as the Board may determine. If the Corporation has an executive Chair, then the role of the Lead Director will be filled by the non-executive Chair. The Lead Director (if appointed) shall chair any meetings of the independent directors and assume such other responsibilities as the independent directors may designate in accordance with any applicable position descriptions or other applicable guidelines that may be adopted by the Board from time to time.

3.2 Attendance

The Board may invite such officers, directors or employees of the Corporation, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Board and to assist in the discussion of matters being considered by the Board.

3.3 Authority to engage advisors

The Board shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, technical and accounting advisors, and establish the compensation of such advisors.

3.4 Review

Prior to each annual meeting of the Corporation's shareholders, the Board shall review and assess the adequacy of this Mandate, taking into account the strategic direction of the Corporation, its changing needs, and propose recommended changes for approval.

This Mandate is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: May 22, 2018

APPENDIX “C”
AUDIT COMMITTEE CHARTER

CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

The purpose of the audit committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of RMMI Corp. (the “**Corporation**”) is to:

- (a) assist the Board in fulfilling its responsibility to oversee the Corporation’s accounting and financial reporting processes and audits of the Corporation’s financial statements;
- (b) review the Corporation’s financial reports and other financial information, disclosure controls and procedures and internal accounting and financial controls;
- (c) review the Corporation’s annual and interim financial statements, management’s discussion and analysis and news releases relating to the financial performance, financial position or analysis thereon before public release;
- (d) serve as an independent and objective party to monitor the Corporation’s financial reporting processes and internal control systems;
- (e) recommend to the Board the appointment of the external auditors, to be approved by the shareholders, compensation, and retention (and where appropriate, replacement) of the external auditors;
- (f) oversee the work of the external auditor in preparing or issuing an audit report or related work, monitor the independence of the external auditor and pre-approve all auditing services and permitted non-audit services provided by the external auditor;
- (g) receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting;
- (h) review the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation; and
- (i) carry out the specific responsibilities set forth below in furtherance of this stated purpose.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the “**Chair**”).

The Committee shall be comprised of three or more directors, majority of whom shall be “independent” and “financially literate”, as required by and defined in National Instrument 52-110 – *Audit Committees* (“**NI 52 110**”), subject to any exceptions permitted under NI 52-110.

3. MANDATE AND RESPONSIBILITIES

The Committee’s role is one of oversight of the integrity of the Corporation’s accounting and financial reporting process, including financial reporting processes, internal controls over financial reporting and disclosure controls procedures. It is recognized that the Corporation’s management is responsible for preparing the financial statements and notes thereto and that the Corporation’s external auditor is ultimately accountable to the Board and the Committee,

as representatives of the shareholders and other stakeholders, for providing an audit opinion on the financial statements and notes.

The mandate and responsibilities of the Committee are as follows:

- (a) Appointment of external auditor. The Committee shall have direct responsibility for overseeing the independence of the external auditor, recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Corporation's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation, and to review the performance of the external auditors.
- (b) Appointment of Chief Financial Officer and internal auditor. The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Corporation's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.
- (c) Accounting policies. The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the external auditor how the Corporation's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that have been discussed with management, the consequences of use of such alternative treatments and the auditor's preferred treatment, as well as any other material communications with management.
- (d) Pre-approval of all audit services and permitted non-audit services. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Corporation by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Alberta.
- (e) Annual audit. In connection with the annual audit of the Corporation's financial statements, the Committee shall:
 - (i) request from the external auditor a formal written statement delineating all relationships between the external auditor and the Corporation;
 - (ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;
 - (iii) approve the selection and the terms of the engagement of the external auditor;
 - (iv) review with management and the external auditor the audited financial statements to be filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;
 - (v) perform the procedures set forth under the heading "Financial reporting procedures" below with respect to the annual financial statements

- (vi) review with the Corporation's counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Corporation's financial statements;
 - (vii) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee; and
 - (viii) review with management and the external auditor the Corporation's critical accounting policies and estimates.
- (f) Financial reporting procedures. In connection with the Committee's review of each reporting of the Corporation's annual financial information, the Committee shall:
- (i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with IFRS and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Corporation's financial statements;
 - (ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);
 - (iii) review with management and the external auditor any significant financial or other arrangements of the Corporation which do not appear on the Corporation's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements; and
 - (iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.
- (g) Review of Interim Financial Statements and related documents. The Committee shall review the interim financial statements and related management's discussion and analysis with the auditor and management, and if satisfied that the interim financial statements and related management's discussion and analysis meet the applicable accounting and legal standards, recommend to the Board that it approve the interim financial statements and accompanying management's discussion and analysis.
- (h) Review of Other Documents. The Committee shall ensure all material public documents relating to the financial performance, financial position or analysis thereon are reviewed by the Committee or another appropriate committee, as designated by the Board. Such documents would include, but not be limited to, interim financial statements and the annual information form (if any). In certain cases, involving timing constraints to file disclosure documents, the Committee may designate the responsibility for review to any two members of the Committee. The Committee shall review and monitor practices and procedures adopted by the Corporation to ensure compliance with applicable listing requirements, laws, regulations and other rules, and where appropriate, make recommendations or reports thereon to the Board.

- (i) Insurance coverage. The Committee shall review and make recommendations regarding insurance coverage (annually or as may be otherwise appropriate).
- (j) Charter. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Corporation, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee (by way of majority votes) shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, tax, technical and accounting advisors, and establish the compensation of such advisors

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

4.9 Complaints

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

5. RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

- (a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation;
- (b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and
- (c) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Corporation or the Corporation's counsel or other advisors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Corporation shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: May 22, 2018

APPENDIX “D”
COMPENSATION AND GOVERNANCE CHARTER

CHARTER OF COMPENSATION AND GOVERNANCE COMMITTEE

1. PURPOSE

The Compensation and Governance Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of RMMI Corp. (the “**Corporation**”). The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to: (i) developing and maintaining the Corporation’s corporate governance policies, (ii) reviewing and determining executive compensation of the Corporation and (iii) developing and maintaining the Corporation’s director nominations process and procedures.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the “**Chair**”).

The Committee shall consist of three or more directors. Majority of the Committee members shall be independent in accordance with National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”).

3. MANDATE AND RESPONSIBILITIES

In respect of corporate governance related matters, the Committee shall have the following duties and responsibilities:

- (a) to develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Corporation, to review such principles at least once a year and to recommend any changes in relation to such principles to the Board;
- (b) to oversee the Corporation’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Corporation’s corporate governance framework, including its articles of incorporation and by-laws;
- (c) to review and discuss with management disclosure of the Corporation’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and to recommend that this disclosure be included in the Corporation’s management information circular;
- (d) to develop, subject to approval by the Board, a process for an annual assessment of effectiveness of the Board and its committees, and to oversee the conduct of this annual assessment;
- (e) to review the Board’s committee structure and composition, and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually;
- (f) if a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board;
- (g) to develop and oversee a Corporation orientation program for new directors and a continuing education program for current directors and periodically review these programs and update them as necessary

- (h) to develop and recommend to the Board for approval director independence standards in addition to those required by applicable securities laws and stock exchange requirements and to evaluate the independence of each director at least annually;
- (i) to develop and recommend to the Board for approval a Corporation Code of Business Conduct and Ethics (the “**Code**”), to monitor compliance with the Corporation’s Code, to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board;
- (j) to develop and recommend to the Board for approval a chief executive officer (“**CEO**”) succession plan (the “**Succession Plan**”), to review the Succession Plan periodically with the CEO, to develop and evaluate potential candidates for the CEO or executive positions and to recommend to the Board any changes to, and any candidates for succession under, the Succession Plan;
- (k) to review any director resignation letter tendered and evaluate and to recommend to the Board whether such resignation should be accepted in accordance with the Corporation’s director majority voting policy set out in the Corporation’s corporate governance guidelines and by-laws;
- (l) to report to the Board on the activities of the Committee, including any decisions and action taken by the Committee pertaining to the corporate governance policies of the Corporation; and
- (m) to perform any other activities as are consistent with this Charter, the Corporation’s by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee’s duties and responsibilities in respect of matters pertaining to the corporate governance policies of the Corporation.

In respect of compensation related matters, the Committee shall have the following duties and responsibilities:

- (a) to review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine and approve or make recommendations to the Board with respect to the CEO’s compensation level (both cash and equity based) based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee may consider:
 - (i) the Corporation’s performance;
 - (ii) shareholder returns; and
 - (iii) the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Corporation’s CEO in past years,
- (b) to approve or make recommendations to the Board regarding the compensation of all other executive officers and the directors;
- (c) to review, and make recommendations to the Board regarding or approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Corporation, which includes the ability to adopt, amend and terminate such plans;
- (d) to administer the Corporation’s incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plans;

- (e) to review and discuss with management the Corporation's executive compensation disclosure to be included in the Corporation's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Corporation;
- (f) to review and make recommendations to the Board regarding and/or approving and, when appropriate, recommending to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;
- (g) to review and make recommendations to the Board regarding or approving; and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Corporation, which includes the ability to adopt, amend and terminate such plans;
- (h) to review the Corporation's incentive compensation policies and practices to determine whether they involve risks that are reasonably likely to have a material adverse effect on the Corporation, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- (i) to report to the Board on the activities of the Committee, including any decisions and action taken by the Committee pertaining to the compensation policies of the Corporation; and
- (j) to perform any other activities as are consistent with this Charter, the Corporation's by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities in respect of matters pertaining to the compensation policies of the Corporation.

In respect of nomination related matters, the Committee shall have the following duties and responsibilities:

- (a) to determine the qualifications, qualities, skills and other expertise required to be a director of the Corporation and to develop criteria to be considered in selecting nominees for director (the "Director Criteria"). In developing Director Criteria, the Committee should consider, among others: (i) the competencies and skills that the Board as a whole should possess; (ii) the competencies and skills that each existing director possesses; (iii) the personality and other qualities of each director and how these affect boardroom dynamics; and (iv) the appropriate size of the Board for facilitating effective decision making;
- (b) to identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria and make recommendations to the Board. In making its recommendations for nominees, the Committee should consider, among others: (i) the competencies and skills that the Board as a whole should possess; (ii) the competencies and skills of each existing director; (iii) the competencies and skills of each new nominee; (iv) whether the new nominee can devote sufficient time and resources to his or her duties as a director; and (v) the diversity of the board composition;
- (c) to consider any director candidates recommended by the Corporation's shareholders under the procedures set forth in the applicable corporate statute and the Corporation's constating documents; and
- (d) to review and make recommendations to the Board regarding the comprehensive orientation of new

- (e) directors and providing continuing educational opportunities for all directors.

4. MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Corporation, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee (by way of majority votes) shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, and establish the compensation of such advisors.

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. This Charter is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: May 22, 2018

CERTIFICATE OF THE CORPORATION

Dated: June 26, 2018

This amended and restated prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of each of the provinces of British Columbia, Alberta and Ontario.

(Signed) "Earl Connors"

Earl Connors
Chief Executive Officer

(Signed) "Peter Cheung"

Peter Cheung
Chief Financial Officer

On behalf of the Board of Directors

(Signed) "Eugene Chen"

Eugene Chen
Director

(Signed) "Tony Fairfield"

Tony Fairfield
Director

CERTIFICATE OF THE AGENTS

Dated: June 26, 2018

To the best of our knowledge, information and belief, this amended and restated prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of each of the provinces of British Columbia, Alberta and Ontario.

CANACCORD GENUITY CORP.

By: *(Signed) "Jamie Brown"*
Jamie Brown
Vice Chairman and Managing Director, Investment
Banking

HAYWOOD SECURITIES INC.

By: *(Signed) "Campbell Becher"*
Campbell Becher
Managing Director, Investment Banking

CERTIFICATE OF THE PROMOTER

Dated: June 26, 2018

This amended and restated prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of each of the provinces of British Columbia, Alberta and Ontario.

By: *(Signed) "Earl Connors"*
Earl Connors

3. Schedule B: Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, RMMI Corp. hereby applies for the listing of the above-mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to RMMI Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which was made.

Dated at Calgary, Alberta this 18th day of September, 2018.

(signed) "Earl Connors"

EARL CONNORS

President and Chief Executive Officer

(signed) "Eugene Chen"

Director

(signed) "Dave Guebert"

Director