

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: AMP German Cannabis Group Inc. (the "Issuer" or the "Company").

Trading Symbols: CSE: XCX; Frankfurt: C4T; ISIN: CA00176G1028

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

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

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

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

## **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

### **1. Related party transactions**

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

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

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

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

- **On September 8<sup>th</sup>, 2020, the Company announced a non-brokered private placement financing and granting of stock options both priced at C\$0.35 per share.**
  - **Please refer to Form 9 for more details.**
- **On September 8<sup>th</sup>, 2020, following the expiration of 2,120,000 stock options on September 6<sup>th</sup>, 2020, AMP granted 985,000 stock options to directors and officers and 1,139,500 stock options to employees and consultants in accordance with the Company's stock option at an exercise price of \$0.35 per share expiring September 8<sup>th</sup>, 2022.**
  - **Please refer to Form 11 for more details.**
- **On September 18<sup>th</sup>, 2020, the Company closed first tranche of private placement. Under the first tranche, AMP raised gross proceeds of \$390,525 through the issuance of 1,115,785 common shares at a**

subscription price of \$0.35 per share and are subject to a four month hold period. AMP paid a finders' fee of \$1,715 and issued 4,900 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of \$0.35 per share for a period of six months from the date of issuance. Company insiders subscribed for \$225,025 of the private placement

- Please refer to Form 9 for more details.
- On September 18<sup>th</sup>, the Company cancelled 371,000 incentive stock options that were issued on June 17, 2020, resulting in the Company having 2,124,500 issued and outstanding incentive stock options under its stock option plan
  - Please refer to Form 11 for more details.

(a) summary of securities issued during the period,

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

(b) summary of options granted during the period

Date of Issue	Number	Name of Optionee if Related Person and relationship	Exercise Price	Expiry Date	Market Price on date of Grant

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

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

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

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

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

## Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 30<sup>th</sup>, 2020.

Alex Blodgett  
Name of Director or Senior Officer

/s/ Alex Blodgett  
Signature

CEO & Director  
Official Capacity

<b>Issuer Details</b> Name of Issuer  AMP German Cannabis Group Inc.	For Quarter Ended  September 30 <sup>th</sup> , 2020	Date of Report YY/MM/D  20/11/30
Issuer Address  224 W 5 <sup>th</sup> Avenue,		
City/Province/Postal Code  Vancouver, B.C V5Y 1J4	Issuer Fax No.  (604)683.9681	Issuer Telephone No.  (604)689.7533
Contact Name  Alex Blodgett	Contact Position  CEO	Contact Telephone No.  604.689.7533
Contact Email Address  <a href="mailto:investor@amp-eu.com">investor@amp-eu.com</a>	Web Site Address  <a href="http://www.amp-eu.com">www.amp-eu.com</a>	

**SCHEDULE "A"**  
**FINANCIAL STATEMENTS**

See attached.



**AMP GERMAN CANNABIS GROUP INC.  
(Formerly Chinook Tyee Industry Limited)**

**CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2020**

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements. The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**AMP GERMAN CANNABIS GROUP INC.**  
(Formerly Chinook Tyee Industry Limited)  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**SEPTEMBER 30, 2020 AND DECEMBER 31, 2019**  
(Expressed in Canadian Dollars)

	Notes	September 30, December 31,	
		2020	2019
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 155,721	\$ 316,632
Accounts receivable and prepaid expenses	4	365,166	14,119
Investments	5	37,461	38,737
Loans receivable	6	14,617	34,071
		<u>572,965</u>	<u>403,559</u>
Equipment		73,560	4,212
Investment loan receivable	7	-	394,066
<b>Total assets</b>		<u>\$ 646,525</u>	<u>\$ 801,837</u>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>			
<b>Current liabilities</b>			
Trade and other payables	8, 12	\$ 264,824	\$ 398,857
Subscription receipts	15	70,000	-
Loans payable	9	-	536,329
		<u>334,824</u>	<u>935,186</u>
Long term loans payable	9	1,365,767	-
<b>Total liabilities</b>		<u>\$ 1,700,591</u>	<u>\$ 935,186</u>
<b>Equity (deficit)</b>			
Share capital	10	3,003,258	1,763,761
Share based payment reserve	10	3,536,481	3,202,859
Foreign currency translation reserves		88,244	62,601
Deficit		<u>(7,682,049)</u>	<u>(5,162,570)</u>
Total equity (deficit)		<u>(1,054,066)</u>	<u>(133,349)</u>
<b>Total liabilities and equity (deficit)</b>		<u>\$ 646,525</u>	<u>\$ 801,837</u>

**On behalf of the Board:**

/s/ Nicholas Furber Director /s/ Alex Blodgett Director

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



**AMP GERMAN CANNABIS GROUP INC.**  
(Formerly Chinook Tyee Industry Limited)  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**NINE AND THREE MONTHS ENDED SEPTEMBER 30,**  
(Expressed in Canadian Dollars)

	Notes	Nine Months September 30, 2020	Nine Months September 30, 2019	Three Months September 30, 2020	Three Months September 30, 2019
<b>Revenue</b>					
Sales revenue		64,496	-	64,496	-
Cost of goods sold		(63,625)	-	(63,625)	-
Gross Profit		871	-	871	-
<b>Expenses</b>					
General and administration expenses	11	1,721,692	1,604,890	628,886	542,255
Interest, net		47,110	18,854	18,315	4,394
Share based compensation		329,808	477,200	287,217	418,350
Transfer agent, filing fees & shareholder communication		61,897	135,057	9,815	85,682
		(2,160,507)	(2,236,001)	(944,233)	(1,050,681)
<b>Loss before other income</b>		(2,159,636)	(2,236,001)	(943,362)	(1,050,681)
<b>Other income (expenses)</b>					
Foreign exchange gain (loss)		(63,052)	21,282	(25,324)	10,915
Unrealized gain (loss) on marketable securities		(1,234)	(5,820)	-	(2,820)
Impairment of loans and investment loans receivable	6, 7	(295,557)		(295,557)	
Income taxes		-	(22,157)	-	(11,203)
<b>Loss for the period</b>		(2,519,479)	(2,242,696)	(1,264,243)	(1,053,789)
<b>Other comprehensive income (loss)</b>					
Foreign currency translation differences on foreign operations		25,643	(164,486)	4,036	(60,726)
<b>Comprehensive loss for the period</b>		<u>\$ (2,493,836)</u>	<u>\$ (2,407,182)</u>	<u>\$ (1,260,207)</u>	<u>\$ (1,114,515)</u>
<b>Weighted average number of common shares outstanding</b>		24,171,623	14,346,817	25,097,391	20,449,535
Loss per common share, basic and diluted		<u>\$ (0.10)</u>	<u>\$ (0.16)</u>	<u>\$ (0.05)</u>	<u>\$ (0.05)</u>

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

**AMP GERMAN CANNABIS GROUP INC.**  
(Formerly Chinook Tyee Industry Limited)  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (DEFICIT)**  
(Expressed in Canadian Dollars)

	(Note 10) Number of common shares issued	Share capital	Share-based payment reserve	Foreign currency translation reserve	Deficit	Total equity
Balance December 31, 2018	10,217,796	\$ 174,613	\$ 2,744,438	\$ 179,314	\$(1,182,828)	\$ 1,915,537
Loss for the period	-	-	-	-	(392,608)	(392,608)
Foreign currency translation	-	-	-	(90,998)	-	(90,998)
Balance, June 30, 2019	10,217,796	174,613	2,744,438	88,316	(1,575,436)	1,431,931
Loss for the period	-	-	-	-	(3,587,134)	(3,587,134)
Foreign currency translation	-	-	-	(25,715)	-	(25,715)
Shares issued in private placement	10,000,000	1,500,000	-	-	-	1,500,000
Shares issued on exercise of stock options	1,020,000	153,000	-	-	-	153,000
Shares issued on exercise of warrants	240,228	36,034	-	-	-	36,034
Share issuance costs	-	(210,025)	51,290	-	-	(158,735)
Fair value of stock options and warrants transferred on exercise	-	110,139	(110,139)	-	-	-
Share based compensation	-	-	517,270	-	-	517,270
Balance, December 31, 2019	21,478,024	1,763,761	3,202,859	62,601	(5,162,570)	(133,349)
Loss for the period	-	-	-	-	(2,519,479)	(2,519,479)
Foreign currency translation	-	-	-	25,643	-	25,643
Shares issued in private placement	4,585,785	1,258,025	-	-	-	1,258,025
Shares issued on exercise of stock options	7,000	1,750	-	-	-	1,750
Share issuance costs	-	(16,464)	-	-	-	(16,464)
Fair value of stock options and warrants transferred on exercise	-	581	(581)	-	-	-
Fair value of warrants	-	(4,395)	4,395	-	-	-
Share based compensation	-	-	329,808	-	-	329,808
Balance, June 30, 2020	26,070,809	3,003,258	3,536,481	88,244	(7,682,049)	(1,054,066)

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

**AMP GERMAN CANNABIS GROUP INC.**  
(Formerly Chinook Tyee Industry Limited)  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**NINE AND THREE MONTHS ENDED SEPTEMBER 30,**  
(Expressed in Canadian Dollars)

	Nine Months ended September 30 2020	Nine Months ended September 30 2019	Three Months ended September 30 2020	Three Months ended September 30 2019
<b>CASH PROVIDED BY (USED IN):</b>				
<b>OPERATING ACTIVITIES</b>				
Loss for the period	\$ (2,519,479)	\$ (2,242,696)	\$ (1,264,242)	\$ (1,053,789)
Items not affecting cash:				
Non-cash loan interest	48,587	22,583	14,568	7,961
Impairment of loans and investment loans receivable	295,557		295,557	
Unrealized loss on marketable securities	1,197	5,820	-	2,820
Share based compensation	329,808	477,200	287,217	418,350
	(1,844,330)	(1,737,093)	(666,900)	(624,658)
Changes in non-cash working capital items				
Receivables and prepaids	(351,047)	(34,335)	(75,627)	23,090
Accounts payable and accrued liabilities	(134,034)	97,047	(29,575)	(109,398)
Subscription receipts	70,000	-	70,000	-
	(2,259,411)	(1,674,381)	(702,102)	(710,966)
<b>INVESTING ACTIVITIES</b>				
Acquisition of equipment	(67,312)	(4,725)	-	-
Investment loan receivable	271,676	521,500	-	(7,000)
Sale of investment	2,745	-	-	-
	207,109	516,775	-	(7,000)
<b>FINANCING ACTIVITIES</b>				
Shares issued for cash	1,259,775	1,623,000	392,275	123,000
Share issue costs	(16,464)	(188,737)	(964)	(49,849)
Loans payable	713,026	147,036	306,155	-
	1,956,337	1,581,299	697,466	73,151
Effect of foreign exchange on cash	(64,946)	(33,038)	28,289	(12,842)
Change in cash during the period	(160,911)	390,655	23,653	(657,657)
Cash, beginning of the period	316,632	53,358	132,068	1,101,670
Cash, end of the period	\$ 155,721	\$ 444,013	\$ 155,721	\$ 444,013

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

## **1. NATURE OF OPERATIONS**

AMP German Cannabis Group Inc. ("the Company" or "AMP") is incorporated in the Province of British Columbia in Canada with its registered office located at Suite 1000, 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2 and a representative office at Charlottenstrasse 59, Berlin, Germany, 10117.

AMP German Cannabis Group Inc. is a Canadian holding company whose main investment is its wholly-owned Germany subsidiary, AMP Alternative Medical Products GmbH, which imports EU-GMP medical cannabis into Germany.

The Company's common shares trade on the Canadian Securities Exchange ("CSE") under the trading symbol, "XCX" and on the Frankfurt Stock Exchange under the trading symbol is "C4T". The Company is a reporting issuer in the Canadian provinces of British Columbia, Alberta, Ontario and Quebec.

On August 22, 2019, the Company changed its name to AMP German Cannabis Group Inc. from Chinook Tyee Industry Limited.

The reporting currency of AMP's consolidated financial statements is the Canadian dollar ("C\$").

### **Going Concern**

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning that it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2020, the Company had an accumulated deficit of \$7,682,049 (December 31, 2019 - \$5,162,570) and working capital of \$238,141 (December 31, 2019 – working capital deficit of \$531,627) and, to date, the Company has not generated sufficient revenues to meet its operating and administrative expenses or its other obligations. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations and ultimately to attain profitable operations. These uncertainties may cast significant doubt on the ability of the Company to continue operations as a going concern. Management intends to finance operating costs over the next twelve months with private placements of the Company's common shares and loans from related parties.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments have adversely affected workforces, economies and financial markets globally, potentially leading to an economic downturn. The impact on the Company and its ability to obtain financing and realize on its investments is not currently determinable, but management continues to monitor the situation.

## **2. BASIS OF PRESENTATION**

These consolidated interim financial statements are unaudited and have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting". These consolidated interim financial statements do not include all of the information required for annual financial statements.

These consolidated interim financial statements have been prepared following the same accounting policies and methods of computation as the consolidated financial statements of the Company for the year ended December 31, 2019. The disclosures provided below are incremental to those included with the annual consolidated financial statements and certain disclosures, which are normally required to be included in the notes to the annual consolidated financial statements, have been condensed or omitted. These consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's annual consolidated financial statements for the year ended December 31, 2019.

The consolidated financial statements were authorized for issue by the Board of Directors on November 27, 2020.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### Basis of consolidation

These consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except for investments in associates and jointly controlled entities that are accounted for using the equity method and certain financial instruments and investments which are measured at fair value.

The Company consolidates subsidiaries over which it has control, where control is the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities.

These consolidated financial statements include the accounts of its wholly-owned investment subsidiaries, AMP Alternative Medical Products GmbH ("AMP Germany") of Germany, AMP Alternative Medical Products Canada Limited ("AMP Canada") of Canada and its 99% owned subsidiary Alternative Medical Products Malta plc ("AMP Malta") of Malta.

#### Foreign currency translation

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These financial statements are presented in Canadian dollars.

#### Currency

The functional currency of the Company is the Canadian dollar ("C\$"). The functional currency of the Company's European subsidiaries is the Euro ("€") and the functional currency of AMP Swiss is the Swiss Franc ("CHF").

### 4. ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	September 30, 2020	December 31, 2019
Accounts receivable	\$ 13,611	\$ 14,119
Prepaid expenses	351,555	-
	<u>\$ 365,166</u>	<u>\$ 14,119</u>

### 5. INVESTMENTS

The Company held investments for sale of \$37,461 as of September 30, 2020 (December 31, 2019 - \$38,737).

### 6. LOANS RECEIVABLE

	June 30, 2020	December 31, 2019
(a) Pure Life Cannabis Corp. ("PLCC")	\$ 14,617	\$ 12,864
(b) Swiss Cannabis Inc. ("CHX")	-	21,207
	<u>\$ 14,617</u>	<u>\$ 34,071</u>

(a) In August 2019, the Company and PLCC entered into a memorandum of understanding for the purchase of EU-GMP medical cannabis for export to Germany. The unsecured revolving line of credit with PLCC in the amount

**6. LOANS RECEIVABLE**

of €35,000, bears interest at 8% per annum, compounded monthly and is due on demand. At September 30, 2020, \$14,617 / €9,351 (December 31, 2019 - \$12,864 / €8,812) had been advanced under this facility. The loan is to be used for upgrading PLCC's facility to meet EU-GMP standards in order to export cannabis to Germany.

- (b) In September 2019, the Company and CHX, a business venture formed to explore the production of CBD medical cannabis in Switzerland for export to Germany, entered into a non-recourse credit facility for up to €200,000, bearing interest at 8% per annum and due on September 6, 2020. At June 30, 2020, \$83,013 / €55,293 (December 31, 2019 - \$21,207 / €14,525) had been advanced under this facility. During the three months ended September 30, 2020, the Company recorded an \$83,103 impairment of the loan as the business venture was ended.

**7. INVESTMENT LOAN RECEIVABLE**

As at December 31, 2019 the Company held a €269,908 (\$394,066) investment loan receivable, which is denominated in Euros, unsecured, and bears interest at 0.0025% capitalized to the loan annually. During the year, the Company received payments of €133,941 and recorded a €135,966 (\$208,096) impairment at September 30, 2020.

**8. TRADE AND OTHER PAYABLES**

	September 30, 2020	December 31, 2019
Trade payables	\$ 219,824	\$ 344,332
Accrued liabilities	45,000	54,525
	<u>\$ 264,824</u>	<u>\$ 398,857</u>

**9. LOAN PAYABLE**

The Company has an unsecured revolving credit drawdown facility for €1.0-million, bearing interest rate of 10% per annum and maturing on December 31, 2021. The credit facility amount, interest and maturity were amended during the year. As of September 30, 2020, \$1,365,767 / €873,699 (December 31, 2019 - \$536,329 / €367,348) was drawn-down against the credit facility.

**10. CAPITAL AND OTHER COMPONENTS OF EQUITY**

As of September 30, 2020, the Company had 26,070,809 (2019 - 21,478,024) Class A Voting Common Shares issued and outstanding.

On September 18, 2020, the Company completed a non-brokered placement of 1,115,785 common shares at a price of \$0.35 per share for proceeds of \$390,525. The Company paid cash finder's fees of \$1,715 and issued 4,900 finders warrants with a fair value of \$910.

# **10. CAPITAL AND OTHER COMPONENTS OF EQUITY (cont'd...)**

On March 6, 2020, the Company completed a non-brokered placement of 3,470,000 common shares at a price of \$0.25 per common share for proceeds of \$867,500. The Company paid cash finder's fees of \$10,500, other share issuance costs of \$5,000 and issued 42,000 finders warrants with a fair value of \$3,485.

On June 12, 2019, the Company completed a non-brokered placement of 10,000,000 common shares at a price of \$0.15 per common share for proceeds of \$1,500,000. The Company paid finder's fees and other share issuance costs of \$158,735 and issued 240,228 finders warrants with a fair value of \$51,290.

## **Stock Options**

As of September 30, 2020, the Company had 2,124,500 stock options outstanding issued to its directors, officers, employees and consultants in Germany, Switzerland and Canada pursuant to its stock option plan with an exercise price of \$0.35, which expire on September 8, 2022.

On May 8, 2019, the Company granted incentive stock options with an exercise price of \$0.15 per share to purchase up to 1,020,000 common shares, which included 655,000 options to directors and officers. On September 5, 2019, 820,000 stock options were exercised for proceeds of \$123,000 and on October 10, 2019, 200,000 stock options were exercised for proceeds of \$30,000.

On September 6, 2019, the Company granted incentive stock options to purchase up to 2,123,779 common shares, including 1,175,000 options to directors and officers. Each option vests immediately, has an exercise price of \$0.50 per share and expires on September 6, 2020.

On June 17, 2020, the Company granted incentive stock options to purchase up to 371,000 common shares, including 300,000 options to directors and officers. Each option vests immediately, has an exercise price of \$0.50 per share and expires on June 17, 2021.

On September 8, 2020, the Company granted incentive stock options to purchase up to 2,124,500 common shares, including 986,000 options to directors and officers. Each option vests immediately, has an exercise price of \$0.35 per share and expires on September 8, 2022.

The fair value of the 1,020,000 options, the 2,123,779 options, the 371,000 options and the 2,124,000 options, estimated on the date of grant, was \$847,086 in aggregate, using the Black-Scholes Option Pricing Model and the following assumptions:

	1,020,000 Options	2,123,779 Options	371,000 Options	2,124,000 Options
Risk-free interest rate	1.47%	1.65%	0.29%	27.00%
Expected life	0.05	1.00	1.00	2.00
Annualized volatility	106%	128%	113%	100%
Dividend rate	\$Nil	\$Nil	\$Nil	\$Nil

The Company's stock option transactions are summarized as follows:

**10. CAPITAL AND OTHER COMPONENTS OF EQUITY (cont'd...)**

	Options	Exercise Price \$
Balance, December 31, 2018	-	
Granted	1,020,000	0.15
Exercised	(1,020,000)	0.15
Granted	2,123,779	0.50
Balance, December 31, 2019	2,123,779	0.50
Granted	2,495,500	0.37
Expired	(2,123,779)	0.50
Cancelled	(371,000)	0.35
Balance, September 30, 2020	2,124,500	0.35

Subsequent to September 30, 2020 the Company granted incentive stock options to purchase up to 515,000 common shares, including 240,000 options to directors and officers. Each option vests immediately, has an exercise price of \$0.35 per share and expires on September 8, 2022

**Finder Warrants**

As of September 30, 2020, the Company has 45,150 warrants outstanding (2019 - \$Nil).

On September 8, 2020, the Company completed a non-brokered placement and issued 4,900 finders warrants.

On March 6, 2020, the Company completed a non-brokered placement and issued 42,000 finders warrants.

On June 12, 2019, the Company completed a non-brokered placement and issued 240,228 finders warrants, which were exercised in 2019 for proceeds of \$36,034.

**Share-based payment reserve**

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

**Basic and diluted loss per share**

The calculation of basic and diluted loss per share for the nine and three months ended September 30, 2020, was based on the loss attributable to common shareholders of \$2,519,479 (2019 - \$2,242,696) and the weighted average number of common shares outstanding of 24,171,623 (2019 - 14,346,817) for the nine months ended September 30, 2020 and the loss attributable to common shareholders of \$1,264,243 (2019 - \$1,053,789) and the weighted average number of common shares outstanding of 25,097,391 (2019 - 20,449,535) for the three months ended September 30, 2020.

For the nine and three months ended September 30, 2020, the diluted loss per share does not include the effect of 2,124,500 stock options (2019 - 2,323,779) and 45,150 warrants (2019 - \$240,228) as the effect would be anti-dilutive.



## 11. GENERAL AND ADMINISTRATION EXPENSES

	Nine Months ended September 30, 2020	Nine Months ended September 30, 2019	Three Months ended September 30, 2020	Three Months ended September 30, 2019
Consulting and management fees	\$ 944,199	\$ 652,168	\$ 333,166	\$ 114,570
Corporate governance expenses	5,774	46,620	-	10,727
Marketing	120,583	339,668	43,919	182,608
Office and supplies	154,532	207,720	69,289	61,766
Professional fees	191,890	205,824	89,952	121,889
Rent and insurance	89,169	48,583	19,964	12,122
Salaries and benefits	215,545	104,307	72,596	38,573
	<u>\$ 1,721,692</u>	<u>\$ 1,604,890</u>	<u>\$ 628,886</u>	<u>\$ 542,255</u>

## 12. RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2020 the Company paid or accrued directors and management fees \$400,930 (2019 - \$376,888) to directors and executive officers of the Company.

Included in accounts payable at September 30, 2020 is \$nil (December 31, 2019 - \$111,852) owing to directors and officers of the Company for expenses incurred on behalf of the Company.

## 13. CAPITAL MANAGEMENT

The Company's capital is comprised of shareholders' equity less reserves and liabilities. Cash, investments and loans receivable are managed for liquidity and operational requirements in conjunction with budgeted or expected capital needs. The Company's objective when managing capital is to maintain its ability to retain sufficient liquidity to make investments as opportunities arise and to continue to meet ongoing expenditure and operational needs.

The Company manages the capital structure and makes adjustments to its capital management strategies when the economic conditions or risk characteristics of its capital change. To maintain or adjust the capital structure, the Company may consider the issuance of shares, acquire or dispose of assets or adjust the amount of cash held.

Currently, the Company's strategy is to monitor economic conditions and capital markets and to allocate operating capital for investment opportunities arising from market conditions.

The Company is not subject to externally imposed capital requirements. The Company's overall capital management strategy remains unchanged from the prior year.

## 14. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, investments, long-term investment, loans receivable, accounts payable and loan payable.

### Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

#### **14. FINANCIAL INSTRUMENTS (cont'd...)**

##### **Fair value (cont'd...)**

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

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

The Company's cash and investment in PBI are classified as Level 1 and the investment in TA is classified as Level 3. TA is a private company with no quoted prices and there are inherent uncertainties in measuring the value of this investment. The fair value of the TA shares on acquisition was estimated based on the amount of the loan that was settled. This estimate is highly subjective and subject to change based on the extent to which TA is able to realize on its assets and ultimately, on how much the Company will be able to realize on disposal of these shares.

The Company is exposed in varying degrees to financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of investment policies, counterparty credit limits and liquidity concerns. The more significant risk exposure and the way in which such exposure is managed is described below.

##### **Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary credit risk is on its investment loan receivable (note 7). The loan is subject to AMP Malta realizing on its investments.

The Company's other exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Germany. As most of the Company's cash is held by two banks, there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

##### **Currency risk**

The Company holds cash in Canadian, Euro and US currencies and makes investments in foreign companies, equities and financial instruments. Accordingly, there is a risk of losses from volatility in foreign currency fluctuations.

The Company's investments are subject to foreign currency risk, which may adversely affect the Company's financial position, results of operations and cash flows. The following table summarizes the geographical distribution of the Company's financial instruments in Canadian dollars at September 30, 2020:

	Euro	US Dollar	CDN Dollar	Total
Cash and accounts receivable	78%	0%	22%	100%
Investment	90%	0%	10%	100%
Loans receivable	100%	0%	0%	100%
Investment loan receivable	100%	0%	0%	100%
Trade and other payables	26%	0%	74%	100%

**14. FINANCIAL INSTRUMENTS (cont'd...)**

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of its investment in money market funds included in cash is limited as the money market funds may be redeemed at any time without penalty. The Company's loans receivable have fixed interest rates, and are not affected by changes in interest rates and the Company's loan payable bears no interest and is not affected by changes in interest rates.

**Liquidity risk**

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet financial obligations as they fall due. The Company manages liquidity risk through management of its capital structure as outlined in note 13.

**15. SUBSEQUENT EVENTS**

Subsequent to September 30, 2020 the Company completed a non-brokered placement of 1,089,802 common shares at a price of \$0.35 per share for proceeds of \$381,431 on October 9, 2020. The Company paid cash finder's fees of \$1,225 and issued 3,500 finders warrants. As part of this financing commons shares were issued for \$70,000 of subscription receipts received prior to September 30, 2020.

**SCHEDULE “B”  
SUPPLEMENTARY INFORMATION**

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

- Dr. Stefan Feuerstein, President and Director.
- Alex Blodgett, Chief Executive Officer and Director.
- Nicholas Furber, Chief Financial Officer and Director.
- Claudio Morandi, Director.
- Kenneth MacLeod, Director.

**SCHEDULE "C"**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

See attached.

## **Management's Discussion and Analysis of Financial Condition and Results of Operations as at November 30<sup>th</sup>, 2020.**

The following is management's discussion and analysis ("MD&A") of AMP German Cannabis Group Inc. (the "Company" or "AMP") financial condition and results of operations for the three and nine months ended September 30<sup>th</sup>, 2020 and should be read in conjunction with the unaudited condensed consolidated financial statements and related notes for the same reporting period and the Company's audited financial statements for the year ended December 31<sup>st</sup>, 2019. The MD&A will also outline the economic operating conditions and how these influence AMP's business activities.

All references herein refer to the unaudited condensed consolidated financial statements and related notes for the three and nine months ended September 30<sup>th</sup>, 2020, and except where otherwise indicated, all financial information is expressed in Canadian dollars ("C\$"). Unless otherwise indicated, reference to the "Company" or "AMP" means AMP German Cannabis Group Inc. and its subsidiaries. The financial year is the calendar year. Reference to a "fiscal year" means the Company's year commencing on January 1<sup>st</sup> of that year and ending on December 31<sup>st</sup> of that year. For example, fiscal 2020 means the period beginning January 1<sup>st</sup>, 2020, and ending December 31<sup>st</sup>, 2020. Reference to "reported quarter" means the three calendar months commencing on July 1<sup>st</sup> of that year and ending on September 30<sup>th</sup> of that year. In addition, reference will be made to "Notes", which refers to the Notes to the Unaudited Condensed Consolidated Financial Statements. References to Statements of "Financial Position", "Income or Loss", and "Cash Flows" refer to Condensed Consolidated Interim Statements of Financial Position, Comprehensive Income (Loss) and Cash Flows, respectively.

### **Forward-Looking Statements**

This document contains forward-looking statements. The Company's representatives may also make forward-looking statements orally from time to time.

Statements in this document that are not historical facts, including statements about the Company's beliefs and expectations, recent business and economic trends constitute forward-looking statements. Forward-looking statements include, without limitation, statements regarding the outlook for future operations, forecasts of future revenue and expenditures, market conditions, specifically the Canadian and German stock markets or other business plans. Forward-looking statements include statements regarding the intent, belief or current expectations of the Company, primarily with respect to the results of operations, financial position or cash flows of the Company.

The statements are based on current plans, estimates, and projections and are subject to change. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, and the Company undertakes no obligation to update publicly any changes in light of new information or future events.

Shareholders and potential investors are cautioned that any such forward-looking statements are not guarantees and involve risks and uncertainties, and that actual results may differ from those in the forward-looking statements as a result of various factors such as general economic and business conditions particularly in North America and Europe, including changes in interest rates, actions by government authorities in Canada, Germany or the European Union, including changes in government regulation, political conditions in Europe and future decisions by the Company's directors or officers in response to changing conditions, the ability to execute prospective business plans and misjudgments in the course of preparing forward-looking statements.

Material factors and assumptions underlying the Company's expectations regarding forward-looking statements include, among others: the ability of the Company to obtain financing on acceptable terms, that the Company will be able to maintain appropriate levels of liquidity in order to make investments when attractive opportunities arise, stability in the global economic environment particularly in Canada and Germany and broadly in regard to North America and the European Union, and Canadian and German interest rates and that interest rates and foreign exchange rates, particularly in regard to the Canadian dollar and Euro ("€"), will not vary materially from current levels.

The status of the equity markets in Canada and Germany, in particular, the Canadian Securities Exchange and the Frankfurt Stock Exchange, may affect the financial performance of the Company. In addition, as the Company's cash and assets are held in €s and to a lesser extent in \$s high annual inflation in Germany, the European Union and Canada may affect the financial performance and condition of the Company. A majority of the Company's assets have an economic interest in Germany. Therefore the fluctuation between the \$ and the € may affect financial performance. The economic health of the economies of Germany and the European Union may also affect the financial performance of the Company.

Shareholders and potential investors are advised that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to the Company or persons acting on its behalf contained in this MD&A. This forward-looking statement dated November 30th, 2020 references CSA Staff Notice 51-330 Guidance regarding the Application of Forward-Looking Information Requirements under National Instrument 51-102 Continuous Disclosure Obligations dated November 20th, 2009. The Company will review its forward-looking statement when it files its year ending December 31st, 2020.

### **Corporate Overview**

AMP German Cannabis Group Inc. is a Canadian incorporated company and its main asset is its wholly-owned Germany subsidiary, AMP Alternative Medical Products GmbH (collectively, “AMP”).

AMP’s business is to import European Union - Good Manufacturing Practices (“EU-GMP”) certified cannabis into Germany and sell to pharmaceutical wholesalers who supply pharmacies permitted to dispense medical cannabis prescribed by German physicians. All of AMP’s suppliers are audited to ensure they meet the stringent EU- GMP standards.

EU-GMP certification is an internationally recognized system, which ensures that pharmaceutical goods, including medical cannabis, meet the highest consumer health and safety standards. All medical cannabis imported into or produced in Germany is regulated by EU-GMP, and the cultivation facility must be inspected and certified by a German state.

The Thuringia State Office for Consumer Protection (Thüringer Landesamt fuer Verbraucherschutz) (“TLV”) has granted an import license to AMP for cannabis products for medical purposes according to Section 72 of the German Medicine Law (Arzneimittelgesetz - AMG). TLV deals with economic consumer protection and policy for the Free State of Thuringia in Germany.

AMP engaged a leading German pharmaceutical consulting company to qualify its suppliers to ensure they meet the EU-GMP pharmaceutical quality and consistency standards required to export to Germany by conducting gap analysis and audits. The Company’s supply chain has been EU-GMP certified, ensuring the pharmaceutical goods’ quality and integrity is maintained during transportation, warehousing, handling, testing and distribution from the supplier to distributor in Germany.

During the reported quarter, AMP imported its first shipment of branded medical cannabis flower from the Netherlands, representing the Company’s first sale of imported pharmaceutical narcotics into Germany. AMP entered into additional supply agreements with suppliers from Canada who have EU-GMP certification from Germany. AMP will qualify the Canadian suppliers during Q4, 2020.

During the reported quarter, AMP hired a national sales manager and started recruiting for additional salespeople with the goal of developing a sales network covering Germany.

AMP is listed on the Frankfurt Stock Exchange under the trading symbol, “C4T” and on the Canadian Securities Exchange under the trading symbol “XCX” and is a reporting issuer in the Canadian provinces of British Columbia, Alberta, Ontario, and Québec.

### **Covid-19**

During the year, the World Health Organization declared coronavirus (specifically identified as “COVID-19”) a global pandemic. This contagious disease outbreak resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in significant economic uncertainty.

The measures adopted by governments worldwide, but specifically, the German government, could impact the Company’s business whether through supply chain disruption or delays in receiving licenses and permits due to government office slowdown.

However, at this time it is not possible for the Company to reliably estimate the duration or magnitude of the adverse results of the outbreak and its impact on the Company’s financial results in future periods.

### **Result of Operations**

#### **Summary of Quarterly Results**

The following selected financial data as reported by the Company for the past eight business quarters have been summarized from the

Company's unaudited quarterly financial statements and are qualified in their entirety by reference to and should be read in conjunction with such financial statements.

	2020		2019				2018	
			(In thousands, except per share amounts)					
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
<b>Revenue</b> .....	\$ 65	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Loss</b> .....	\$ 1,264	\$ 783	\$ 427	\$ 1,737	\$ 1,054	\$ 796	\$ 393	\$ 593
<b>Loss per share, basic and diluted</b> \$	0.05	\$ 0.03	\$ 0.02	\$ 0.09	\$ 0.05	\$ 0.06	\$ 0.05	\$ 0.01

### For the nine months ended September 30<sup>th</sup>, 2020

The following analysis of AMP's operating results for the nine months ended September 30<sup>th</sup>, 2020, includes a comparison to the corresponding comparative period ended September 30<sup>th</sup>, 2019.

The Company reported a loss for the nine months ended September 30<sup>th</sup>, 2020 of \$2.5-million (\$0.10 per share) compared to a loss of \$2.2 million (\$0.16 per share) for the comparative period.

During the year, the Company obtained all the required licenses and permits to import EU-GMP medical cannabis into Germany and during the reported quarter, the Company reported its first sales of \$64,496. The cost of goods sold were \$63,625, resulting in a gross profit of \$871.

During the nine months ended September 30<sup>th</sup>, 2020, general and administrative expenses increased by \$116,802 to \$1,721,692 compared to \$1,604,890 in the comparative period. The increase was primarily a result in additional management and consulting fees as well as increased salary costs arising from the need to employ additional resources as the Company advanced its operations and commenced sales in the current year.

Operating expenses decreased modestly to \$2.2-million primarily due to a decrease in stock based compensation in the current year.

Comprehensive loss, after adjusting for non-cash accounting adjustments for the nine months ended September 30, 2020 increased by \$86,654 to \$2,493,836 in the current year compared to \$2,407,182 in the prior year. Non-cash accounting adjustments for the nine months ended September 30, 2020 included a foreign exchange loss of \$63,052 (2019: gain of \$21,282), foreign currency translation difference on foreign operations gain of \$25,643 (2019: loss of 164,486), share based compensation expense of \$329,808 (2019: \$477,200), unrealized loss on marketable securities \$1,234 (2019: \$5,820) and impairment of loans and investment loan receivables of \$295,557 (2019: \$nil).

In the nine months ended September 30, 2020 the Company recognized a \$295,557 write-down its venture capital loan to Swiss Cannabis which was looking at the business opportunities for CBD medical cannabis cultivation in Switzerland for export to Germany and its investment in a loan receivable made under the Company's former investment policy.

### For the three months ended September 30<sup>th</sup>, 2020

The following analysis of the Company's operating results for the three months ended September 30<sup>th</sup>, 2020, includes a comparison to the corresponding, comparative three months ended September 30<sup>th</sup>, 2019.

The Company generated its first revenue from the sale of imported medical cannabis into Germany during the reported quarter. Operating costs totaled \$944,233, compared to \$1.1-million, while the comprehensive loss for the reported quarter was \$1.3-million, compared to a loss of \$1.1-million. Basic and diluted loss per common share was \$0.05 for the reported quarter.

### Liquidity and Capital Resources

The following analysis of the Company's liquidity and capital resources for the quarter ended September 30<sup>th</sup>, 2020, includes a comparison to December 31<sup>st</sup>, 2019.

### Working Capital

As of September 30<sup>th</sup>, 2020, the Company had working capital (current assets less current liabilities) of \$238,141 compared to a working



capital deficit of \$531,627 as at December 31<sup>st</sup>, 2019. The improvement of the working capital position was primarily a result of the reclassification of Company's revolving credit facility to long-term debt. During the quarter, the credit facility maturity was extended to December 31<sup>st</sup>, 2021.

As of September 30<sup>th</sup>, 2020, the Company had total assets of \$646,525, which included \$155,721 in cash, \$365,166 in accounts receivable and prepaid expenses, \$14,617 in loans receivable to cannabis suppliers for facility upgrades in order to export to Germany, \$37,461 in investments and \$73,560 in capital assets. Accounts receivable and prepaid expenses increased due to pre-cautionary cash management in preparation for potential disruptions related to the Covid-19 pandemic.

Total liabilities increased to \$1.7-million at the end of the reported quarter compared to \$935,186 at year-end due largely to an increase in drawdowns on the Company's unsecured revolving loan facility. Trade and other payables declined to \$264,824 at the end of the reported quarter compared to \$398,857 at the end of last year. The Company also held \$70,000 in subscription receipts for a private placement that closed after the reported quarter.

Shareholder equity declined to a deficit of \$1.0-million at the end of the reported quarter compared to a deficit of \$133,349 at the end of last year, primarily due to operating expenses incurred during the reported period.

### **Cashflow**

The Statements of Cash Flows show the structure of and changes in cash for the reported period and is broken down into operating activities, investing activities and financing activities.

The Company held \$155,721 in cash at reported period quarter end compared to \$316,632 in cash at December 31<sup>st</sup>, 2019. During the nine months ended September 30<sup>th</sup>, 2020 operating activities used cash of \$1.8-million largely for operating expenses related to business development. Investing activities generated cash of \$207,109 largely due to payments related to the investment loan receivable. Investment in computer software systems used cash of \$67,312. Financing activities generated \$2.0-million in cash from private placement of shares and drawdowns on the Company's revolving loan facility.

### **Transactions Between Related Parties**

During the nine months ended September 30<sup>th</sup>, 2020, the Company paid or accrued directors and management fees \$400,930 (2019 - \$376,888) to directors and executive officers of the Company.

### **Share Outstanding Data**

The Company has 27,160,611 (2019 - 21,478,024) shares and 2,714,500 (2019 - nil) stock options outstanding.

-End of Document-