FORM 5
QUARTERLY LISTING STATEMENT

For the Period ending October 31, 2020

Name of CNSX Issuer: **CANNABIX TECHNOLOGIES INC.** (the "Issuer").

Trading Symbol: **BLO**

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 CNSX 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 CNSX.ca 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 CNSX 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

Please See Unaudited Interim Financial Statement for the most recent Quarter available under **CSE FILINGS** at https://thecse.com/en/listings/technology/cannabix-technologies-inc and is attached to this Form 5 Quarterly Listing Statement in Appendix "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

Please see Note 5 contained in the Unaudited Interim Financial Statements for the most recent Quarter available under **CSE FILINGS** at https://thecse.com/en/listings/technology/cannabix-technologies-inc

Additional information:

(a) As at October 31, 2020, the Company owed $nil (2019 - $11,000) to officers and directors of the Company which was included in accounts payable and accrued liabilities.

(b) During the period ended October 31, 2020, the Company incurred consulting fees of $37,500 (2019 - $37,500) to the Chief

Executive Officer of the Company.

(c) During the period ended October 31, 2020, the Company incurred consulting fees of $33,000 (2019 - $33,000) to the Chief Financial Officer of the Company.

(d) During the period ended October 31, 2020, the Company incurred consulting fees of $42,000 (2019 - $42,000) to a company controlled by the President of the Company.

(e) During the period ended October 31, 2020, the Company incurred research and development costs of $33,000 (2019 - $33,000) to a director of the Company.

(f) During the three-month period ended October 31, 2020, the Company granted nil (2019 - 1,845,000) stock options with a fair value of $nil (2019 – $827,143) to Directors and Officers.

(g) As at October 31, 2020, the Company was owed $78,750 (2019 - $78,750) from the Chief Financial Officer of the Company which is recorded as share subscriptions receivable.

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

(a) Summary of securities issued during the period

Please see Note 6 contained in the Unaudited Interim Financial Statements for the most recent Quarter available under **CSE FILINGS** at https://thecse.com/en/listings/technology/cannabix-technologies-inc

Additional Information:

There were no share transactions during the period ended October 31, 2020.

(b) Summary of Options granted during the period

During the period ended October 31, 2020, the Company granted nil stock options.

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:

Authorized Capital stock:

Unlimited common shares, no par value

	Shares
Issued and outstanding - common shares	
Balance, **October 31, 2020**	105,124,104

Incentive Stock Options:

During the period ended October 31, 2020 there were 8,740,000 options outstanding. As follows:

Number of Options	Exercise Price	Expiry Date
2,300,000	$0.35	May 12, 2021
2,300,000	$0.85	January 24, 2022
150,000	$1.50	May 13, 2021
1,845,000	$0.80	September 23, 2024
155,000	$0.80	September 23, 2021
200,000	$0.80	February 11, 2022
1,565,000	$0.50	May 11, 2025
225,000	$0.50	May 11, 2022

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.

Name of Director/Officer	Position with Issuer
Kal Malhi	President, Director
Raj Attariwala	Director
Bryan Loree	CFO, Director
Rav Mlait	CEO, Director
Thomas Clarke	Director

SCHEDULE C: MANAGEMENT, DISCUSSION AND ANALYSIS

Please See Management, Discussion and Analysis for the period ended October 31, 2020 available under **CSE FILINGS** at https://thecse.com/en/listings/technology/cannabix-technologies-inc and is attached to this Form 5 Quarterly Listing Statement in Appendix "A".

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).

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

Dated December 23, 2020.

Rav Mlait
Name of Director/Senior Officer

"Rav Mlait"

Signature

CEO
Official Capacity

Issuer Details Name of Issuer Cannabix Technologies Inc.	For Quarter Ended **October 31, 2020**	Date of Report **2020/12/23**
Issuer Address 501 - 3292 Production Way		
City/Province/Postal Code Burnaby, BC, V5A 4R4	Issuer Fax No. 604-676-276 7	Issuer Telephone No. 604-551-783 1
Contact Name **Rav Mlait**	Contact Position **CEO**	Contact Telephone No. 604-551- 7831
info@cannnabixtechnologies. com	**www. cannnabixtechnologies.com**	

Appendix "A"

Financial Statements

And

Management's Discussion & Analysis

For the period ended October 31, 2020, as filed with securities regulatory authorities.

CANADIAN NATION
STOCK EXCHANGE

CANNABIX TECHNOLOGIES INC.

Interim Financial Statements

(Unaudited)

October 31, 2020

(Expressed in Canadian dollars)

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim financial statements for the six months ended October 31, 2020.

CANNABIX TECHNOLOGIES INC.
Statements of financial position
(Expressed in Canadian dollars)

	October 31, 2020 $	April 30, 2020 $
Assets		
Current assets		
Cash and cash equivalents	7,634,581	8,437,100
Amounts receivable	17,968	96,535
Prepaid expenses	10,007	36,760
Total current assets	7,662,556	8,570,395
Non-current assets		
Equipment (Note 3)	220,437	166,074
Total non-current assets	220,437	166,074
Total assets	7,882,993	8,736,469
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	95,092	92,224
Total liabilities	95,092	92,224
Shareholders' equity		
Share capital	22,018,456	22,018,456
Share subscriptions receivable (Note 5)	(78,750)	(78,750)
Contributed surplus	6,963,887	6,276,434
Deficit	(21,115,692)	(19,571,895)
Total shareholders' equity	7,787,901	8,644,245
Total liabilities and shareholders' equity	7,882,993	8,736,469

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 11)

Approved and authorized for issuance on behalf of the Board of Directors on December 23, 2020:

/s/ Ravinder Mlait	*/s/ Bryan Loree*
Ravinder Mlait, Director	Bryan Loree, Director

CANNABIX TECHNOLOGIES INC.
Statements of operations and comprehensive loss
(Expressed in Canadian dollars)

	Three months ended October 31, 2020 $	Three months ended October 31, 2019 $	Six months ended October 31, 2020 $	Six months ended October 31, 2019 $
Revenue	–	–	–	–
Operating expenses				
Research & Development (Note 5)	305,584	321,380	509,899	588,797
Consulting fees (Note 5)	112,500	112,500	225,000	225,000
Advertising & promotion	9,280	47,178	30,310	87,997
Insurance	–	17,950	–	17,950
Office and miscellaneous	4,487	3,319	12,642	8,910
Professional fees	17,337	19,115	40,854	28,780
Rent	12,513	6,600	22,633	18,645
Transfer agent & filing fees	17,740	25,147	55,240	29,479
Travel	153	7,074	153	16,038
Depreciation	5,978	5,352	11,330	10,704
Share-based compensation	–	872,342	687,453	944,732
Total operating expenses	485,572	1,437,957	1,595,514	1,977,032
Net loss before other income	(485,572)	(1,437,957)	(1,595,514)	(1,977,032)
Other income				
Interest Income	51,717	19,518	51,717	19,518
Net loss and comprehensive loss	(433,855)	(1,418,439)	(1,543,797)	(1,957,514)
Loss per share, basic and diluted	–	(0.01)	(0.01)	(0.02)
Weighted average shares outstanding	105,124,104	104,131,713	105,124,104	104,077,908

(The accompanying notes are an integral part of these financial statements)

CANNABIX TECHNOLOGIES INC.
Statements of changes in equity
(Expressed in Canadian dollars)

	Share capital		Share subscriptions receivable	Contributed surplus	Deficit	Total shareholders' equity
	Number of Shares	Amount $	$	$	$	$
Balance, April 30, 2019	104,024,104	21,816,346	–	5,128,929	(12,601,110)	14,344,165
Shares issued pursuant to stock options exercised	1,100,000	273,512	(137,500)	(136,012)	–	–
Fair value of stock options issued	–	–	–	944,732	–	944,732
Net loss	–	–	–	–	(1,957,514)	(1,957,514)
Balance, October 31, 2019	105,124,104	22,089,858	(137,500)	5,937,649	(14,558,624)	13,331,383
Share subscriptions received	–	–	58,750	–	–	58,750
Reallocation of fair value of stock options exercised	–	(71,402)	–	71,402	–	–
Fair value of stock options issued	–	–	–	267,383	–	267,383
Net loss	–	–	–	–	(5,013,271)	(5,013,271)
Balance, April 30, 2020	105,124,104	22,018,456	(78,750)	6,276,434	(19,571,895)	8,644,245
Fair value of stock options issued	–	–	–	687,453	–	687,453
Net loss	–	–	–	–	(1,543,797)	(1,543,797)
Balance, October 31, 2020	105,124,104	22,018,456	(78,750)	6,963,887	(21,115,692)	7,787,901

(The accompanying notes are an integral part of these financial statements)

CANNABIX TECHNOLOGIES INC.
Statements of cash flows
(Expressed in Canadian dollars)

	Three months ended October 31, 2020 $	Three months ended October 31, 2019 $	Six months ended October 31, 2020 $	Six months ended October 31, 2019 $
Operating activities				
Net loss	(433,855)	(1,418,439)	(1,543,797)	(1,957,514)
Item not involving cash:				
Share-based compensation	–	872,342	687,453	944,732
Depreciation	5,978	5,352	11,330	10,704
Changes in non-cash operating working capital:				
Amounts receivable	91,799	5,088	78,567	109,536
Accounts payable and accrued liabilities	31,496	(24,782)	29,621	(150,823)
Prepaid expenses	–	–	–	–
Net cash used in operating activities	(304,582)	(560,439)	(736,826)	(1,043,365)
Investing activities				
Equipment acquisition costs	(65,693)	–	(65,693)	–
Net cash used in investing activities	(65,693)	–	(65,693)	–
Financing activities				
Proceeds from issuance of common shares	–	137,500	–	137,500
Subscription receivable	–	(137,500)	–	(137,500)
Net cash provided by financing activities	–	–	–	–
Change in cash	(370,275)	(560,439)	(802,519)	(1,043,365)
Cash, beginning of period	8,004,856	9,789,780	8,437,100	10,272,706
Cash, end of period	7,634,581	9,229,341	7,634,581	9,229,341
Cash and cash equivalents is comprised of:				
Cash held in bank	7,088,581	2,212,091	7,088,581	2,212,091
Cashable Guaranteed Investment Certificates	546,000	7,017,250	546,000	7,017,250
Total cash and cash equivalents	7,634,581	9,229,341	7,634,581	9,229,341
Supplemental disclosures:				
Interest paid	–	–	–	–
Income taxes paid	–	–	–	–

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Cannabix Technologies Inc. (the "Company") is a public company listed on the Canadian Securities Exchange ("CSE") and trades under the symbol 'BLO'. The Company was incorporated on April 5, 2011 under the BC Business Corporations Act as West Point Resources Inc. and on August 12, 2014 the name of the Company was changed. The Company's corporate office is located at 501 – 3292 Production Way, Burnaby, BC.

The Company's primary business is the development of its marijuana breathalyzer technologies through research and development activities and licencing of certain technologies. There can be no assurance that the Company will be able to produce a product that is technically and commercially feasible.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at October 31, 2020, the Company has no source of revenue, generates negative cash flows from operating activities, and has an accumulated deficit of $21,115,692. These factors form a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows from operations or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

2. Significant Accounting Policies

(a) Statement of Compliance and Basis of Presentation

These condensed interim consolidated financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements follow the same accounting policies and methods of application as the Company's most recent annual financial statements but do not contain all of the information required for full annual financial statements. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's most recent annual financial statements, which were prepared in accordance with IFRS as issued by the IASB.

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value as explained in Note 2(i). The financial statements are presented in Canadian dollars, which is the Company's functional currency.

(b) Application of New IFRS

IFRS 16, Leases

On May 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after May 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require

2. Significant Accounting Policies (continued)

(b) Application of New IFRS (continued)

a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments, and leases of low-value assets.

The Company adopted the amendments to IFRS 9 effective May 1, 2019, using the modified retrospective method, with no significant impact on the Company's financial statements.

(c) Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires the Company's management to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates.

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 and in any future periods affected.

Significant areas requiring the use of estimates include the recoverability of deferred costs, fair value of share-based payments, and recognition of deferred income tax assets.

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(e) Intangible Assets

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses. Acquired intangible assets with indefinite useful lives are stated at cost and are not amortized.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal.

(f) Property and Equipment

Property and equipment is stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probably that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations during the period in which they are incurred.

Depreciation of property and equipment is provided using the straight-line method at the following rates approximating their estimated useful lives:

Equipment	10 years

2. Significant Accounting Policies (continued)

(g) Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there are indicators of impairment for its non-financial assets. If indicators exist, the Company determines if the recoverable amount of the asset or CGU is greater than its carrying amount. A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has used geographical proximity, geological similarities, analysis of shared infrastructure, commodity type, assessment of exposure to market risks and materiality to define its CGUs.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in the statement of operations. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in the statement of operations. The recovery is limited to the original carrying amount less depreciation, if any, that would have been recorded had the asset not been impaired.

(h) Research and Development Costs

Research costs are charged to operations as incurred. Research costs consist primarily of consulting expenses and parts related to the design, testing, and manufacture of the Cannabix marijuana breathalyzer. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable, and the Company intends to or has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use, and borrowing costs on qualifying assets. Other development expenditure is recognized in the statement of operations as incurred.

(i) Financial Instruments

(i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

2. Significant Accounting Policies (continued)

(i) Financial Instruments (continued)

Financial assets at fair value through profit or loss

Financial assets are classified as fair value through profit or loss when the financial asset is held for trading or it is designated as fair value through profit or loss. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or (iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as fair value through profit or loss are stated at fair value with any gain or loss recognized in the statement of operations. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. The Company's cash and cash equivalents are classified as fair value through profit or loss.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as held-to-maturity investments.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to the statement of operations. The Company does not have any available-for-sale financial assets.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables are comprised of amounts receivable.

Impairment of financial assets

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to the statement of operations in the period. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted. For marketable securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

2. Significant Accounting Policies (continued)

(i) Financial Instruments (continued)

(i) Non-derivative financial assets (continued)

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of operations.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of available-for-sale equity securities, impairment losses previously recognized through the statement of operations are not reversed through the statement of operations. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

(ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

(iii) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(j) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or a t an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Revenue and expenses are translated at average rates for the periods. Foreign exchange gains and losses are included in the statement of operations.

2. Significant Accounting Policies (continued)

(k) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(l) Share-based Payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(m) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at October 31, 2020, the Company had 12,421,500 (2019 – 12,006,500) potentially dilutive shares outstanding.

(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(n) Comprehensive Loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations. For the periods ended October 31, 2020 and 2019, the Company did not have any transactions impacting comprehensive income (loss).

(o) Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation.

(p) Accounting Standards Issued But Not Yet Effective

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Equipment

	Equipment $
Cost:	
Balance, April 30, 2019 & October 31, 2019	227,476
Balance, April 30, 2020	227,476
Additions	65,693
Balance, October 31, 2020	293,169
Accumulated depreciation:	
Balance, April 30, 2019	39,994
Additions	10,704
Balance, October 31, 2019	50,698
Additions	10,704
Balance, April 30, 2020	61,402
Additions	11,330
Balance, October 31, 2020	72,732
Carrying amounts:	
As at April 30, 2019	187,482
October 31, 2019	176,778
As at April 30, 2020	166,074
As at October 31, 2020	220,437

4. Deferred Costs

A continuity of deferred license costs capitalized is as follows:

	$
Balance, April 30, 2019 & October 31, 2019	3,893,163
Write-down	(3,893,163)
Balance, April 30, 2020 & October 31, 2020	–

4. Deferred Costs (continued)

On June 5, 2014, the Company and a company controlled by the President of the Company, Cannabix Breathalyzer Inc. ("Licensor"), entered into a definitive licensing agreement (the "Agreement"). The Agreement provides the Company exclusive license rights, title and interest in United States Patent Application Serial No. 61/981,650 filed by the Licensor. The territory covered in the agreement is the United States and its territories and possessions, and all other countries that are deemed to constitute the North American Continent. In consideration for the License Rights, the Company issued 7,500,000 common shares at a fair value of $375,000 and issued 7,500,000 share purchase warrants exercisable at $0.075 for expiring on June 26, 2015 at a fair value of $122,812. The fair value of the share purchase warrants was determined using the Black-Scholes pricing model.

The Agreement outlines future share payments upon reaching the following milestones: The issuance of 7,500,000 common shares of the Company within fourteen business days of prototype delivery to the Company (shares issued April 9, 2015 at a fair value of $3,262,500). Furthermore, upon receipt of the final patent, the Company will issue 5,000,000 common shares of the Company. As the final patent has yet to be received, these 5,000,000 common shares have not yet been issued. The Agreement is also subject to a royalty of 3% of the selling price for each product manufactured, used, sold, or imported by the Company into the Territory that may be developed under the patent.

There is no assurance that a prototype or that a final patent will be issued by the U.S. patent office. As the patent has yet to be granted, the $3,760,312 fair value of consideration issued to the licensor is presented as deferred costs on the statement of financial position. Assignment of the application No. 61/981,650 from Licensor to Cannabix Technologies Inc. was recorded in the US Patent Office on August 23, 2016. Corresponding Canadian patent application No. 2887841 was filed April 16, 2015, and an assignment of the application from Licensor to Cannabix Technologies Inc. was recorded with the Canadian Intellectual Property Office on August 23, 2016.

On July 25, 2016, the Company entered into an exclusive worldwide license agreement with the University of Florida Research Foundation (UFRF) for US Patent 8,237,118, entitled "Partial Ovoidal FAIMS Electrode", Patent filed on August 21, 2008. As consideration, the Company issued 603,870 common shares at a fair value of $132,851 to UFRF on August 8, 2016.

During the year ended April 30, 2020, the Company recorded a write-down of $3,893,163 of the deferred costs related to patent application 61/981,650 as there is uncertainty on whether this application will ultimately be accepted. The Company has significantly progressed its technology development since its original licence agreement and has additionally licenced granted US Patent 8,237,118 from the University of Florida and has licenced patent applications (2947079 - Canadian and 15/800,679 – U.S.) from the University of British Columbia. The Company has filed several of its own provisional and non-provisional patent applications since 2015. There is no assurance that final patents will be accepted and issued by regulatory authorities in relation to any existing patent applications filed or licensed by the Company.

5. Related Party Transactions

(a) As at October 31, 2020, the Company owed $nil (2019 - $11,000) to officers and directors of the Company which was included in accounts payable and accrued liabilities.

(b) During the period ended October 31, 2020, the Company incurred consulting fees of $37,500 (2019 - $37,500) to the Chief Executive Officer of the Company.

(c) During the period ended October 31, 2020, the Company incurred consulting fees of $33,000 (2019 - $33,000) to the Chief Financial Officer of the Company.

(d) During the period ended October 31, 2020, the Company incurred consulting fees of $42,000 (2019 - $42,000) to a company controlled by the President of the Company.

(Expressed in Canadian dollars)

5. Related Party Transactions (continued)

(e) During the period ended October 31, 2020, the Company incurred research and development costs of $33,000 (2019 - $33,000) to a director of the Company.

(f) During the three-month period ended October 31, 2020, the Company granted nil (2019 - 1,845,000) stock options with a fair value of $nil (2019 – $827,143) to Directors and Officers.

(g) As at October 31, 2020, the Company was owed $78,750 (2019 - $78,750) from the Chief Financial Officer of the Company which is recorded as share subscriptions receivable.

6. Share Capital

Authorized: Unlimited number of common shares without par value

There were no share transactions during the period ended October 31, 2020.

Share transactions for the year ended April 30, 2020:

During the year ended April 30, 2020, the Company issued 1,100,000 common shares for proceeds of $137,500 pursuant to the exercise of stock options. As at April 30, 2020, the amount of $78,750 is recorded as share subscriptions receivable. Refer to Notes 5(g). The fair value of the stock options exercised of $64,610 was reallocated from share-based payment reserve to share capital.

7. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, April 30, 2019 & October 31, 2019	3,681,500	1.60
Balance, April 30, 2020 & October 31, 2020	3,681,500	1.60

As at October 31, 2020, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
3,681,500	1.60	December 7, 2020

8. Stock Options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common shares. The aggregate number of options granted to any one optionee in a one year period is limited to 5% of the issued shares of the corporation. The exercise price of each option is set by the Board of Directors at the time of grant. Options vest immediately when granted and can have a maximum term of ten years.

(Expressed in Canadian dollars)

8. Stock Options (continued)

The following table summarizes the continuity of the Company's stock options:

	Number of stock options	Weighted average exercise price $
Outstanding, April 30, 2019	7,275,000	0.76
Granted	2,150,000	0.85
Exercised	(1,100,000)	0.13
Outstanding, October 31, 2019	8,325,000	0.97
Granted	200,000	0.80
Cancelled	(1,575,000)	2.20
Outstanding, April 30, 2020	6,950,000	0.68
Granted	1,790,000	0.50
Outstanding, October 31, 2020	8,740,000	0.65

Additional information regarding stock options outstanding as at October 31, 2020, is as follows:

	Outstanding and exercisable		
Exercise price $	Number of stock options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.35	2,300,000	0.6	0.35
0.80	2,200,000	3.7	0.20
0.85	2,300,000	1.3	0.85
1.50	150,000	0.6	1.50
0.50	1,790,000	3.3	0.50
	8,740,000	2.1	0.65

The fair value for stock options granted have been estimated using the Black-Scholes option pricing model assuming no expected dividends or forfeitures and the following weighted average assumptions:

	2020	2019
Risk-free interest rate	1.50%	1.42%
Expected life (in years)	5.0	4.6
Expected volatility	133%	107%

The total fair value of stock options issued during the six month period ended October 31, 2020 was $687,453 (2019 - $944,732) which was recorded as share-based payment reserve and charged to operations. The weighted average fair value of the stock options granted during the six month period ended October 31, 2020 was $0.38 (2019 - $0.44) per option. The weighted average share price for stock options exercised was during the period ended Oct 31, 2020 was $nil (2019 - $0.13).

The total fair value of stock options granted during the year ended April 30, 2020 was $1,212,115 (2019 - $2,149,905), which was recorded as share-based payment reserve and charged to operations. The weighted average fair value of the stock options granted during the year ended April 30, 2020 was $0.52 (2019 - $1.37) per option. The weighted average share price for stock options exercised during the year ended April 30, 2020 was $0.60 (2019 - $1.61).

9. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and cash equivalents, and equity comprised of issued share capital, share subscriptions receivable, and contributed surplus.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended April 30, 2020.

10. Financial Instruments and Risks

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at October 31, 2020, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, October 31, 2020 $
Cash and cash equivalents	7,634,581	–	–	7,634,581

The fair values of other financial instruments, which include amounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and amounts receivable. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. Amounts receivable consists of GST receivable due from the Government of Canada and accrued interest receivable due on guaranteed investment certificates held at a financial institution. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange risk.

(d) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

(e) 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 out of cash and cash equivalents. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

11. Subsequent events

On November 20, 2020, the Company extended 3,681,500 share purchase warrants, which are exercisable at $1.60 and were set to expire on December 7, 2020. The warrants have been extended for two years until December 7, 2022 and all other terms remain the same.

Cannabix Technologies Inc.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED OCTOBER 31, 2020

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the period ended October 31, 2020 of Cannabix Technologies Inc. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of December 23, 2020

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to marijuana breathalyzer technology development and future mineral property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about its marijuana breathalyzer technology development, mineral property interests, the global economic environment, the market for marijuana breathalysers and demand for commodities and our ability to manage our technology development, property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to develop an effective marijuana breathalyzer (3) delays in technology development (4) industry competition (5) the uncertainty of government regulation, no guarantee of patent acceptance by regulator authorities (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, (7) inability to finance (8) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on April 5, 2011. The Company completed an initial public offering to list on the TSX Venture Exchange on December 16, 2013 under the symbol "WPO". Effective June 26, 2014, the Company delisted from the TSXV and listed on the Canadian Securities Exchange ("CSE") under the symbol BLO. Previously, the Company was in the mineral acquisition and exploration business and held ownership in one mineral exploration property located in Quebec, Canada. Currently, the Company's primary business is the development of marijuana breathalyzer technology. On August 12, 2014, the Company completed a name change from West Point Resources Inc. to Cannabix Technologies Inc. For further details, please see the Amended and Restated Final Prospectus of the Company dated September 26, 2013 which is available on SEDAR at www.sedar.com

MARIJUANA BREATHALYZER TECHNOLOGY DEVELOPMENT

University of British Columbia Licence Agreement

On September 20, 2019, the Company entered into Licence Agreement to develop a marijuana breath detection device based upon microfluidic technology developed at the University of British Columbia (“UBC”). The Licence Agreement covers Canadian (2947079) and U.S. patent (15/800,679) applications for "Apparatus for Volatile Organic Compound (VOC) Detection" filed on November 1, 2016. UBC has granted the Company a worldwide exclusive license, in the field of use for the detection of human consumption of illegal or controlled substances by means of human breath analysis.

The term of the Licence Agreement is 20 years or until the expiry of the last patent licensed under the agreement. The Company paid a $10,000 licence fee representing reimbursement to UBC of a portion of out of pocket costs and expenses incurred by UBC in connection with the patents. The Company agrees to reimburse UBC for all future out of pocket fees, costs and expenses incurred in connection with the patents. The Company will pay to UBC a royalty equal to 5% of the revenue generated from the licenced technology. The Licence Agreement requires the Company to spend a minimum of $100,000 per year on the development and marketing of licenced technology until the end of the first fiscal year that the Company achieves a minimum of $300,000 of revenue from the licenced technology. There is no assurance that a final patent will be accepted and issued by regulatory authorities in relation to PCT/CA2947079 and 15/800,679.

University of Florida Licence Agreements

On August 6, 2015, the Company entered into research and patent option agreements with Yost Research Group at the University of Florida to develop a marijuana breath detection device based upon high-field ion mobility (FAIMS) and mass spectrometry (MS). On July 25, 2016 (amended on March 6, 2018 and August 26, 2019) completed a definitive license and equity agreement with the University of Florida Research Foundation (UFRF) for US Patent 8,237,118, entitled “Partial Ovoidal FAIMS Electrode”, Patent filed on August 21, 2008, invented by Richard A. Yost, Todd A. Prox, Marilyn Prieto and Jennifer G. Bryant, in the area of breath analysis of controlled substances. The agreement provides Cannabix exclusive worldwide rights in the area of breath analysis of controlled substances. Pursuant to the terms of the licence agreement, the company has been granted the licence for a period of 10 years after the first commercial sale of a licensed product (with an option to extend for additional five-year terms). As consideration for the patent licence, the company has issued UFRF 603,870 common shares of the company. Commencing in 2017, an annual license maintenance fee of US$2,000 would be paid by the Company and every year thereafter until the first commercial sale. In addition, the company will pay an annual licence maintenance fee and will make payments upon meeting certain development, regulatory and commercialization milestones. Upon commencement of commercial production, the Company will pay a royalty between 2% and 4% on all net sales.

On March 6, 2018 the Company entered into a second license agreement with the UFRF for Patent Cooperation Treaty (“PCT”) application, “Device and Method for Detection of Cannabis and Other Controlled Substances Using FAIMS” (PCT/CA2017/000042), and amended on August 26, 2019. The agreement provides Cannabix exclusive worldwide rights in all breath diagnostic applications of controlled substances. Pursuant to the terms of the licence agreement, the Company has been granted the licence for a period of 10 years after the first commercial sale of a licensed product (with an option to extend for additional five-year terms). The Company will pay an annual licence maintenance fee and will make payments upon meeting certain development, regulatory and commercialization milestones. Upon commencement of commercial production, the Company will pay a royalty between 2% and 4% on all net sales. There is no assurance that a final patent will be accepted and issued by regulatory authorities in relation to PCT/CA2017/000042.

Other Patent Applications

The Company has filed additional patent applications in relation to its technology, all of which are in pending status, and is contemplating further patent filings to protect additional advances in its technology. Applications that are currently pending include a US application for an Ignition Interlock System for Detection of Cannabis and other Controlled Substances Using FAIMS, and Canadian and US applications directed to an Ignition Interlock System for

Detection of Cannabis. There is no assurance that final patents will be accepted and issued by regulatory authorities. A provisional patent application directed at multiple technological advancements that the company has made to FAIMS technology to render it sufficiently sensitive for the detection of cannabis from breath samples has also been filed, and the technology protected by this application extends to the detection of other molecules by FAIMS as well.

Agreement with Cannabix Breathalyzer Inc.

On June 5, 2014, the Company and Cannabix Breathalyzer Inc (a private company) entered into a definitive licensing agreement for marijuana breath detection technology. The definitive licensing agreement ("Definitive Agreement") provides the Company (the "Licensee") exclusive right, title, and interest in United States Patent Application Serial No. 61/981,650 No. 1 ("Licensed Patent") from Cannabix Breathalyzer Inc. (the licensor). The territory covered in the agreement is the United States and its territories and possessions, and all other countries that are deemed to constitute the North American Continent (the "Territory"). In consideration for the Licensed Patent, the Company issued 7,500,000 common shares to current shareholders of Cannabix Breathalyzer Inc. and issued 7,500,000 warrants exercisable at $0.075 (fully exercised by the expiry date on June 26, 2015) to Cannabix Breathalyzer Inc. The Licensee shall pay Licensor a royalty of three percent (3%) of Licensee's selling price for each Licensed Product manufactured, used, or sold by Licensee in the Territory or imported by Licensee into the Territory. Additional milestone share payments are required by the Definitive Agreement.

Additional milestone payments

The Definitive Agreement outlines share payments upon reaching the following milestones: The issuance of 7,500,000 of common shares of the Company within 14 business days of prototype delivery to the Company and this prototype was received and shares were issued on April 9, 2015. Furthermore, upon the future receipt of the final patent, the company will issue 5,000,000 common shares of the Company. US non-provisional patent application no. 14/689,434 was filed April 17, 2015 (cannabis drug detection device) claiming priority from the prior provisional application and naming the same inventors Attariwala and Malhi. The US application was published on October 29, 2015. Assignment of the application from the inventors to Cannabix Breathalyzer was recorded in the US Patent Office on June 4, 2015. Assignment of the application from Cannabix Breathalyzer Inc. to Cannabix Technologies Inc. was recorded in the US Patent Office on August 23, 2016. Corresponding Canadian patent application No. 2887841 was filed April 16, 2015, also claiming priority from the prior provisional application, and an assignment of the application from Cannabix Breathalyzer Inc. to Cannabix Technologies Inc. was also recorded with the Canadian Intellectual Property Office on August 23, 2016.

The Company has received office actions and comments from Canadian and US Patent and Trademark Offices since its initial filing. As it is entitled to do with all patent applications, the Company on has filed a response on February 27, 2020 to overcome objections raised in an Office Action issued by the US Patent and Trademark Office dated August 29, 2019. The Company has also filed a response on January 2, 2020, to address objections raised by the Canadian Intellectual Property Office in an Examiner's Report issued July 3, 2019. New office actions were issued by the US and Canadian authorities on March 17, 2020 and April 9, 2020, respectively, and the Company is currently working with its intellectual property counsel to respond to the objections raised in those office actions. A response was filed in the US on September 15, 2020. On October 16, 2020 the Company received a notice of allowance from the USPTO for US non-provisional patent application no. 14/689,434. There is no assurance that final patents will be accepted and issued by regulatory authorities.

OVERALL PERFORMANCE

The Company was incorporated on April 5, 2011. As an early-stage technology development company, the Company has not generated revenues to date from the development its marijuana breathalyzer technologies and anticipates that it will continue to require equity financing to fund operations until such time a commercial product is developed and generates revenues on a profitable basis. The Company is focussed on technology development and management anticipates that expenses will increase during the foreseeable future as the Company carries out prototype development of its marijuana breathalyzer technologies and eventually initiates third party research and testing studies on such a product. The Company has incurred costs in connection with the technology development business. Net loss for the three-month period ended October 31, 2020 was $433,855 compared to $1,418,439 for the three-month period ended October 31, 2019. Net loss for the six-month period ended October 31, 2020 was $1,543,797 compared to $1,957,514 for the six-month period ended October 31, 2019.

The Company has two licence agreements with the University of Florida to develop a marijuana breath detection device based upon high-field ion mobility (FAIMS) and mass spectrometry. The Company has a licence agreement with UBC to develop a marijuana breath detection device based upon microfluidic sensor technology.

RESULTS OF OPERATIONS

Three-month period ended October 31, 2020

During the three-month period ended October 31, 2020, the Company incurred expenses of $485,572 compared to $1,437,957 for the period ended October 31, 2019. Expenses were comprised of primarily Research and Development costs of $305,584 compared to $321,380 for the period ended October 31, 2019, which was similar in both periods and all related to the technology development. Advertising and promotion expenses were $9,280 compared to $47,178 in 2019, which was significantly lower in 2020 due to the timing of advertising campaigns. Consulting fees were $112,500 in both comparable periods ending October 31, 2020 and October 31, 2019. Professional fees (legal & Accounting) for the period ended October 31, 2020, were $17,337, compared to $19,115 for the period ended October 31, 2019, the slightly higher amount in 2019 is due to additional legal fees related to patent filings. Transfer agent and filing fees were $17,740 for the quarter ended October 31, 2020 compared to $25,147 for the quarter ended October 31, 2019. Travel related expenses were $153 during the three-month period ended October 31, 2020 compared to $7,074 in 2019, which was significantly lower in 2020 due to suspended travel as a result of COVID-19. Office and administration expenses were $4,487 for the period ended October 31, 2020 compared to $3,319 for the period ended October 31, 2019. Rent expense was $12,513 for the quarter ended October 31, 2020 compared to $6,600 for the quarter ended October 31, 2019, the increase was due to the Company having additional office space in Vancouver, BC and Gainesville, FL. The Company recorded depreciation of $5,978 in the quarter ended October 31, 2020 compared to $5,352 in the quarter ended October 31, 2019. Insurance costs were $nil during the quarter ended October 31, 2020 compared to $17,950 during the quarter ended October 31, 2019, a difference resulting from the timing of policy renewals. Fair value of stock options granted during the period ended October 31, 2020 was $nil compared to $872,342 for the period ended October 31, 2019. Fair value amounts related to stock options were recorded as share-based compensation. Interest income for the quarter ended October 31, 2020 was $51,717 compared to $19,518 for the quarter ended October 31, 2019. Net loss for the three-month period ended October 31, 2020 was $433,855, compared to a net loss of $1,418,439 for the three-month period ended October 31, 2019.

Six-month period ended October 31, 2020

During the six-month period ended October 31, 2020, the Company incurred expenses of $1,595,514 compared to $1,977,032 for the six-month period ended October 31, 2019. Expenses were comprised of primarily share-based compensation of $687,453, which was the fair value of 1,790,000 stock options granted during the period. During the six-month period ended October 31, 2019, $944,732, was recorded as the fair value of 2,150,000 stock options granted. Research and Development costs for the six months in 2020 were $509,899 compared to $588,797 for the period ended October 31, 2019, which were higher for the period ended October 31, 2019 due to additional expenditures related to the technology development. Advertising and promotion expenses were $30,310 compared to $87,997 in 2019, a higher amount during 2019 due to the timing of advertising campaigns. Consulting fees were $225,000 during both of the compared periods ending October 31, 2020 and October 31, 2019. Professional fees (legal & Accounting) for the six-month period ended October 31, 2020, were $40,854, compared to $28,780 for the six-month period ended October 31, 2019, the increase was due to additional legal fees related to patent filings. Transfer agent and filing fees were $55,240 compared to $29,479 for the period ended October 31, 2019, which were higher in 2020 due to an increase in exchange fees and the timing of transfer agent fees related to the AGM. Insurance costs were $nil during the six-month period ended October 31, 2020 compared to $17,950 during the six-month period ended October 31, 2019, a difference resulting from the timing of policy renewals Travel related expenses were $153 compared to $16,038 in 2019, which was significantly lower due to suspended travel as a result of COVID-19. Rent expense was $22,633 for the six-month period ended October 31, 2020 compared to $18,645 for the six-month period ended October 31, 2019, the increase was due to the Company having additional office space in Vancouver, BC and Gainesville, FL. The Company recorded depreciation of $11,330 for the six-month period ended October 31, 2020 compared to $10,704 for the same period ended October 31, 2019. Interest income from GICs for the six-month period ended October 31, 2020 was $51,717 compared to $19,518 for the same period in 2019. Net loss for the six-month period ended October 31, 2020 was $1,543,797, compared to a net loss of $1,957,514 for the six-month period ended October 31, 2019.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Quarter Ended October 31, 2020 $	**Quarter Ended July 31, 2020 $**	**Quarter Ended April 30, 2020 $**	**Quarter Ended January 31, 2020 $**	**Quarter Ended October 31, 2019 $**	**Quarter Ended July 31, 2019 $**	**Quarter Ended April 30, 2019 $**	**Quarter Ended January 31, 2019 $**
	10/31/2020	07/31/2020	04/30/2020	01/31/2020	10/31/2019	07/31/2019	04/30/2019	01/31/2019
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(433,855)	(1,109,942)	(4,490,480)	(523,435)	(1,418,439)	(538,431)	(803,982)	(524,406)
Loss per share, basic and diluted	–	(0.01)	(0.04)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

On a quarter-by-quarter basis the loss can fluctuate significantly due to research & development costs and the timing of stock option grants.

An analysis of the quarterly results over the last eight quarters shows significant changes in financial performance during the quarters ended July 31, 2020, April 30, 2020, October 31, 2019, and a slightly higher net loss for the quarter ended April 30, 2019. Net loss was higher during the quarter ended April 30, 2020, primarily due to the write-down of deferred costs relating to the original license agreement of $3,893,163. Net loss for the Company was higher due to the Company incurring costs related to share-based payments during the quarters ended July 31, 2020 and October 31, 2019, and a year-end adjustment to the stock-based compensation during the quarter ended April 30, 2019. During the quarter ended July 31, 2020, the Company incurred share-based payment expenses of $687,453. During the quarter ended October 31, 2019, the Company incurred share-based payment expenses of $1,876,940. During the quarter ended July 31, 2019, the Company incurred share-based payment expenses of $72,390. Share-based compensation is the fair value of the stock options granted using the Black-Scholes option pricing model. Research and development costs began increasing during the quarter ended January 31, 2017 and have continued to increase or remain at this current level during the subsequent quarters. Research and development costs have increased due to additional consulting, independent contractors, testing, and materials, all related to the technology development. Management anticipates expenditures to increase slightly or remain similar to the last eight quarters, with exception of the share-based compensation expenses. Research and development costs and consulting fees may increase slightly, and investor communications fees should remain similar. Share-based payments are expected to decrease over the next few quarters if additional stock options are not issued. Other expenditures should remain relatively stable going forward as management does not anticipate additional costs related to the Company's activities. General and administrative expenses incurred during last eight quarters have remained relatively stable, but may increase slightly.

LIQUIDITY

The Company has not begun commercial sales of any of its technology holdings and nor has production occurred form activities on its resource properties and accordingly, the Company does not generate cash from operations. The Company finances technology development by raising capital from equity markets. The Company may encounter difficulty sourcing future financing in light of the recent economic downturn.

The Company had cash of $7,634,581 at October 31, 2020 and $9,229,341 at October 31, 2019, and the Company had working capital of $7,567,464 at October 31, 2020 and working capital of $9,261,442 at October 31, 2019. The Company had $546,000 in short-term investments at October 31, 2020 and $7,017,250 at October 31, 2019.

During the six-month period ending October 31, 2020, the Company issued nil (2019 - 1,100,000) common shares for proceeds of $nil (2019 - $137,500) pursuant to the exercise of share purchase options. As at October 31, 2020, the amount of $78,750 is recorded as share subscriptions receivable.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements. Due to the recovery from the global financial crisis, the Company may find it increasingly difficult to raise the funds required to continue the Company's operations. Share prices have undergone significant decreases and any issuance of the Company's equity securities in the near future may result in substantial dilution to the Company's existing shareholders.

CAPITAL RESOURCES

The Company continues to utilize its cash resources to fund its administrative requirements and product development. As the Company does not currently generate revenue, cash balances will continue to decline as funds are utilized to conduct its operations, unless replenished by capital fundraising. In order to fund the Company's ongoing operational needs, the Company will need funding through equity or debt financing. The Company's operations to date have been financed by the issuance of its common shares. The Company continues to seek capital through various means including the issuance of equity and debt. While the Company has been successful in raising funds in the past, there is no assurance that it will continue to do so in the future or that it will be available on a timely basis or on terms acceptable to the Company.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. If the Company is unable to obtain sufficient funding, the ability of the Company to meet its obligations as they come due and, accordingly, the ability of the Company to continue as a going concern will be in significant doubt.

Operating Activities

The Company used net cash of $370,275 in operating activities during the quarter ended October 31, 2020 compared to $560,439 during the quarter ended October 31, 2019.

Financing Activities

The Company received net cash of $nil from financing activities during the quarters ended October 31, 2020 and October 31, 2019.

Investing Activities

The Company used cash of $65,693 in investing activities during the quarter ended October 31, 2020 compared to $nil during the quarter ended October 31, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

(a) As at October 31, 2020, the Company owed $nil (2019 - $11,000) to officers and directors of the Company which was included in accounts payable and accrued liabilities.

(b) During the period ended October 31, 2020, the Company incurred consulting fees of $37,500 (2019 - $37,500) to the Chief Executive Officer of the Company

(c) During the period ended October 31, 2020, the Company incurred consulting fees of $33,000 (2019 - $33,000) to the Chief Financial Officer of the Company.

(d) During the period ended October 31, 2020, the Company incurred consulting fees of $42,000 (2019 - $42,000) to a company controlled by the President of the Company.

(e) During the period ended October 31, 2020, the Company incurred research and development costs of $33,000 (2019 - $33,000) to a director of the Company.

(f) During the three-month period ended October 31, 2020, the Company granted nil (2019 – 1,845,000) stock options with a fair value of $nil (2019 – $827,143) to Directors and Officers.

(g) As at October 31, 2020, the Company was owed $78,750 (2019 - $78,750) from the Chief Financial Officer of the Company which is recorded as share subscriptions receivable.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

SUBSEQUENT EVENTS

On November 20, 2020 the Company extended the expiry date of 3,681,500 outstanding share purchase warrants. The warrants were issued pursuant to a private placement completed in December 2017 with an exercise price of $1.60 per common share and would have expired on December 7, 2020. The expiry date of these warrants has been extended to December 7, 2022. All other terms of the warrants remain the same.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the periods ended October 31, 2020 and 2019, the Company incurred the following expenses:

	Quarter Ended October 31, 2020	Quarter Ended October 31, 2019
Research & Development	$305,584	$321,380
Share-based payments	$nil	$872,342
General and administrative costs	$179,988	$244,235

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited financial statements for the period ended October 31, 2020 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's common shares are listed on the Canadian Securities Exchange. The Company's authorized share capital consists of an unlimited number of common shares without par value. As at October 31, 2020 the Company had 105,124,104 common shares issued and outstanding.

Share Purchase Warrants

As at October 31, 2020, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
3,681,500	1.60	December 7, 2020
3,681,500		

Stock Options

During the six-month period ended October 31, 2020, the Company granted 1,790,000 stock options. The Company had 8,740,000 stock options outstanding as at October 31, 2020 which had the following characteristics:

Number of Options	Exercise Price	Expiry Date
2,300,000	$0.35	May 12, 2021
2,300,000	$0.85	January 24, 2022
150,000	$1.50	May 13, 2021
1,845,000	$0.80	September 23, 2024
155,000	$0.80	September 23, 2021
200,000	$0.80	February 11, 2022
1,565,000	$0.50	May 11, 2025
225,000	$0.50	May 11, 2022

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

Because of the unique difficulties and uncertainties inherent in ***early stage technology development****, the Company faces a high risk of business failure.*

Risks and Uncertainties

An investment in the Company involves significant risks and must be considered speculative due to the nature of the Company's business. Investors should carefully consider the risks and uncertainties described below. This list of risks and uncertainties below is not exhaustive. Furthermore, additional risks and uncertainties not presently known to the Company or that the Company believes to be immaterial may also adversely affect Cannabix Technologies' business.

Risks Related to the Company's Business

The Company has a history of operating losses and may never achieve profitability in the future. The Company is an early stage technology development company; accordingly, it has not yet generated any revenues.

The Company expects to be involved in research and development to create several prototype marijuana breathalyzers and then performing extensive trial testing and conducting research studies with such devices prior to determining their commercial viability. This process may take several years and require significant financial resources without income. The Company expects these expenses to result in continuing operating losses for the foreseeable future.

The Company's ability to generate future revenue or achieve profitable operations is largely dependent on its ability to attract the experienced management and know-how to develop a trial tested device and to (perhaps) partner with larger, more established companies in the industry to successfully commercialize a marijuana breathalyzer. Successfully developing a marijuana breathalyzer into marketable device may take several years and significant financial resources and the Company cannot assure that it can achieve these objectives.

The Company will primarily be in a developing industry and will be subject to all associated regulatory risks.

As a result, the Company's business must be evaluated in light of the problems, delays, uncertainties and complications encountered in connection with establishing a marijuana breathalyzer and related business.

There is a possibility that the Company's marijuana breathalyzer, currently under development, will be found to be ineffective, that it will be unable to receive necessary regulatory approvals in order to commercialize a device, or that it will obtain regulatory approvals that are too narrow to be commercially viable.

Any failure to successfully develop and obtain regulatory approval for products would have a material adverse effect on the Company's business, financial condition and results of operations.

Trial testing for potential marijuana breathalyzer will be expensive and time consuming, and their outcome uncertain.

Before the Company can obtain regulatory approval for the commercial sale of any marijuana breathalyzer, it will be required to complete extensive trial testing to demonstrate safety and efficacy. Depending on the exact nature of trial testing, such trials can be expensive and are difficult to design and implement. The testing process is also time-consuming and can often be subject to unexpected delays.

The timing and completion of trial testing may be subject to significant delays relating to various causes, including: inability to manufacture or obtain sufficient quantities of materials and or test subjects for use in trial testing; delays arising from collaborative partnerships; delays or failures in the technology during the testing period; delays in obtaining regulatory approvals to commence a study, or government intervention to suspend or terminate a study; delays, suspensions or termination of trial testing due to the applicable institutional review board or independent ethics board responsible for overseeing the study to protect research subjects; delays in identifying and reaching agreement on acceptable terms with prospective trial testing sites and subjects; variability in the number and types of subjects available for each study and resulting difficulties in identifying and enrolling subjects who meet trial eligibility criteria; scheduling conflicts; difficulty in maintaining contact with subjects after testing, resulting in incomplete data; unforeseen safety issues or side effects; lack of efficacy during trial testing; reliance on research organizations to conduct trial testing, which may not conduct such trials with good laboratory practices; or other regulatory delays.

Protection of proprietary technology can be unpredictable and costly.

The Company's success will in part, depend upon its ability to obtain patents for its patent applications and being able to maintain the existing patent it has licenced from UFRF as well as successfully file future patents. Obtaining such patent protection can be costly and the outcome of any application for such can be unpredictable. In addition, any breach of confidentiality by a third party by premature disclosure may preclude the obtainment of appropriate patent protection, thereby affecting the development and commercial value of the Company's technology and products.

Competition

The planned business to be carried out by the Company will be highly competitive and involve a high degree of risk. There are several direct and indirect competitors to the Company. In its efforts to achieve its objectives, the Company will compete with other companies that may have greater resources, faster execution to market, and potentially superior technology.

Uninsured or Uninsurable Risk

The Company may become subject to risks against which it cannot insure or against which it may elect not to insure. Settling related liabilities would reduce funds available for core business activities. Settlement of uninsured liabilities could have a material adverse effect on our financial position.

Conflicts of Interest

The Company's directors and officers may currently be involved, or become involved, in other business ventures that compete with our platform and services. Business opportunities for the Company may create circumstances in which outside interests of our directors and officers conflict with the interests of the Company. Directors and officers are required to act in good faith and in a manner that benefits the Company.

It is possible, however, that our directors and officers may owe similar consideration to another organization(s). It is possible that these and other conflicts of interest are resolved in a way that has a material adverse impact on the Company.

Dependence on Key Personnel

The Company depends on support from existing directors and officers and its ability to attract, and retain, new directors, officers and other personnel with appropriate skill sets. Inability to retain key team members or find new professionals to serve in important roles could have a material adverse effect on the Company's business. There can be no assurance that we will be able to attract or retain the quality of personnel required in the future.

Patent & IP

The Company through its Licence Agreement with Cannabix Breathalyzer Inc. holds certain rights to patent pending technology but cannot guarantee their final patent approval or commercial viability. The Company through its Licence Agreement with UFRF holds certain rights to patented and unpatented technology. The Company through its Licence Agreement with UBC holds certain rights to unpatented technology. The Company cannot guarantee its ability to financially maintain such patents, and or their future commercial viability or use. The Company cannot guarantee final patent approval or commercial viability for any of its licenced or non-licenced patent applications.

Financial Liquidity

The Company has not yet generated meaningful revenue and will likely operate at a loss as it develops its first commercially available device. The Company may require additional financing in order to execute its business plan. The Company's ability to secure required financing will depend in part upon on investor perception of our ability to create a successful business. Capital market conditions and other factors beyond the Company's control may also play important roles in the Company ability to raise capital. The Company can offer no assurance that it will be able to successfully obtain additional financing, or that future financing occurs on terms satisfactory to management and/or shareholders. If funds are unavailable in the future, or unavailable in the amounts that the business requires, or unavailable on acceptable terms, the Company may be required to cease operating or modify its business plans in a manner that may make it unable to achieve the Company's business objectives.

Financial Statements Prepared on Going Concern Basis

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the successful completion of financing and the creation of operations deemed successful according to the standards of our industry. The Company cannot guarantee that it will be successful in obtaining financing in the future or in achieving business objective set forth internally or externally. Our consolidated financial statements may not contain the adjustments relating to carrying values and classification of assets and/or liabilities that would be necessary should the Company be unable to continue as a going concern.

Costs of Maintaining a Public Listing

As a result of obtaining a public listing, the Company will incur greater legal, accounting and other expenses related to regulatory compliance than it would have had it remained a private entity. The Company may also elect to devote greater resources than it otherwise would have on communication and other activities typically considered important by publicly traded companies.

Share Price Volatility and Speculative Nature of Share Ownership

The Company is listed for trading on the CSE, resulting in many legacy shareholders being able to freely trade their shares. Factors both internal and external to the Company may significantly influence the price at which our shares trade, and the volatility of our share price. Quarterly operating results and material developments reported by the Company can, and likely will, influence the price of our shares.

Sentiment toward technology stocks, as well as toward the stock market in general, are among the many external factors that may have a significant impact on the price of the Company's shares. The Company is an early-stage company that is not generating revenue and does not possess significant cash reserves. As such, it should be considered a speculative investment. There is no guarantee that a liquid market will be developed or maintained for the Company's shares.

Public Health Crises

Global or national health concerns, including the outbreak of pandemic or contagious diseases, such as COVID-19, may adversely affect the Company. The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. The Company expects to experience some short to medium term negative impacts from the COVID-19 outbreak; however, the extent of such impacts is currently unquantifiable, but may be significant. Such impacts include, with respect to its operations, the ability of the Company to access debt or equity capital on acceptable terms or at all.

Risks Relating to the Company's Common Stock

A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact its ability to continue operations.

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of the Company's operations have been and will be financed through the sale of equity securities, a decline in the price of its common stock could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's stock price declines, it can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.