FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Isodiol International Inc.** (the "**Issuer**")

Trading Symbol: **ISOL**

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

General Instructions

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

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

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

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

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

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

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

Unaudited condensed consolidated interim financial statements for the six-month period ended September 30, 2019, as filed with the securities regulatory authorities are attached to this Form 5 as 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

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

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

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended September 30, 2019. Please refer to Note 15 to the condensed consolidated interim financial statements for the six-month period ended September 30, 2019, attached hereto as Appendix "A". For information supplementary to that contained in the notes to the unaudited condensed consolidated interim financial statements with respect to related party transactions, please refer to the Management Discussion and Analysis ("MD&A") for the six-month period ended September 30, 2019, as filed with the securities regulatory authorities and attached to this Form 5 as Appendix "B".

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

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

All securities issued and options granted, if any, by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended September 30, 2019.

(a) summary of securities issued during the period,

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

(b) summary of options granted during the period,

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

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

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

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

Description	Number Authorized	Par Value
Common Shares	Unlimited	Without Par Value
Preferred Shares	Unlimited	Without Par Value (With Special Rights or Restrictions Attached)

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

Description	Number Issued and Outstanding	Value
Common Shares	48,891,377 (excluding 428,254 held by a wholly-owned subsidiary of the Issuer and 8,860,896 held internally for cancellation)	$178,275,839

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

Description	Number Outstanding	Exercise Price	Expiry Date
Stock Options	142,000	$3.95	September 14, 2023
TOTAL	**142,000**		

Warrants	1,708,000	$20.00	December 21, 2019
Warrants	87,224	$6.80	December 31, 2019
Warrants	826,000	$20.00	January 2, 2020
Warrants	1,398,000	$2.75	November 29, 2020
Warrants	1,218,378	$7.50	December 4, 2020
Warrants	2,465,753	$10.00	May 25, 2021
TOTAL:	**7,703,355**		

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

Description	Number	Number Released During the Period
Escrowed Shares	Nil	45,000

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	Position
Marcos Agramont	Chief Executive Officer and Director
Andrew Alvis	President
Eli Dusenbury	Chief Financial Officer and Corporate Secretary
Marvin Washington	Director
Leonardo Matesanz	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Management's Discussion and Analysis ("MD&A") for the six-month period ended September 30, 2019, attached to this Form 5 as Appendix "B".

Certificate of Compliance

The undersigned hereby certifies that:

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

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

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

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

Dated: December 2, 2019

Eli Dusenbury
Name of Director or Senior Officer

/s/ Eli Dusenbury
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer Isodiol International Corp.	For Quarter Ended September 30, 2019	Date of Report YY/MM/DD 19/12/02
Issuer Address Suite 2710, 200 Granville Street		
City/Province/Postal Code Vancouver, British Columbia, V6C 1S4	Issuer Fax No. 604-608-3348	Issuer Telephone No. 604-409-4409
Contact Name Eli Dusenbury	Contact Position Chief Financial Officer	Contact Telephone No. 604-409-4409
Contact Email Address ir@isodiol.com	Web Site Address www.isodiol.com	

APPENDIX "A"

ISODIOL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended September 30, 2019

(Expressed in Canadian Dollars)

NOTICE TO READER

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

The accompanying unaudited condensed consolidated interim financial statements of Isodiol International Inc. (the "Company") have been prepared by and are the responsibility of management. These condensed consolidated interim financial statements for the six months ended September 30, 2019 have not been reviewed or audited by the Company's independent auditors. All amounts are stated in Canadian Dollars.

ISODIOL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at		September 30, 2019 (unaudited)		March 31, 2019 (audited)
ASSETS				
Current				
Cash	$	303,326	$	403,814
Prepaid expenses and deposits		2,521,696		2,203,545
Receivables (Note 6)		5,126,037		13,384,540
Inventory (Note 7)		1,048,465		858,640
Investments (Note 8)		1,266,600		2,470,020
Loans receivable (Note 9)		-		518,000
		10,266,124		19,838,559
Long term receivable (Note 6)		2,330,600		2,162,600
Fixed assets (Note 4)		1,124,419		1,267,925
Leasehold improvements (Note 4)		313,999		348,889
Right-of use asset (Note 5)		630,866		-
Total Assets	$	14,666,008	$	23,617,973
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities	$	5,912,236	$	5,536,494
Due to related parties (Note 15)		29,178		685,803
Loans payable (Notes 11)		-		2,906,033
Lease liability (Note 12)		169,813		-
Deferred revenue		2,345,338		2,366,785
		8,456,565		11,495,115
Convertible debt (Note 13)		5,126,212		5,189,960
Lease liability (Note 12)		456,971		-
		14,039,748		16,685,075
Shareholders' equity				
Share capital (Note 14)		178,275,839		176,979,582
Subscriptions (Note 14)		(2,471,961)		(1,799,111)
Equity portion of convertible debt (Note 13)		606,624		606,624
Reserves		6,423,989		6,423,989
Accumulated other comprehensive income		(332,069)		531,774
Accumulated Deficit		(181,876,162)		(175,809,960)
Total shareholder's equity		626,260		6,932,898
Total Liabilities and Shareholder's Equity	$	14,666,008	$	23,617,973

Nature of operations and going concern (Note 1)
Commitments (Note 19)

Approved and authorized by the Board on November 29, 2019:

"Marcos Agramont" Director *"Leo Matesanz"* Director

Accompanying notes are an integral part of these condensed consolidated interim financial statements

ISODIOL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the three months ended September 30, 2019	For the three months ended September 30, 2018	For the six months ended September 30, 2019	For the six months ended September 30, 2018
Sales	$ 1,878,295	$ 4,604,861	$ 6,097,866	$ 10,783,895
Cost of goods sold	(1,474,825)	(2,345,853)	(4,617,007)	(5,837,540)
Gross profit	403,470	2,259,008	1,480,859	4,946,355
Operating Expenses				
Consulting fees	52,185	976,483	101,363	1,898,124
Wages & Salaries	848,034	1,439,244	1,664,272	3,310,463
Commissions	428,936	-	662,253	-
Advertising & promotions	287,300	838,014	1,337,579	1,418,095
Merchant fees	17,656	-	43,304	-
Research & development	-	8,729	-	24,631
Filing and transfer agent fees	80,752	95,363	98,825	126,499
Investor relations	24,000	164,877	36,000	423,209
Management fees (Note 15)	75,000	494,627	182,850	829,899
General and administration	699,621	512,849	1,093,358	1,276,960
Insurance	-	2,083	3,878	7,757
Professional fees	238,928	1,056,500	474,341	1,240,824
Rent	182,282	187,198	352,087	352,979
Amortization (Note 4)	89,198	953,627	178,396	1,578,883
Travel and promotions	37,490	690,671	194,967	1,104,118
Share based compensation	-	2,599,352	-	2,599,352
Acquisition advisory fees	-	-	-	210,000
Website expenses	-	6,847	-	9,150
Total operating expenses	(3,061,382)	(10,026,464)	(6,423,473)	(16,410,943)
Loss before other items	(2,657,912)	(7,767,456)	(4,942,614)	(11,464,588)
Other income (expense)				
Gain (loss) on exchange rate	516	(60,141)	(5,240)	(234,054)
Bad debt (Note 6)	(577,486)	(21)	(1,109,486)	(3,301)
Interest expense (Note 12 and 13)	(90,241)	(16,117)	(180,103)	(16,117)
Interest income (Note 6)	84,013	-	171,241	-
Net loss before discontinued operations	$ (3,241,110)	$ (7,843,735)	$ (6,066,202)	$ (11,718,060)
Net loss from discontinued operations, net of tax	-	(772,385)	-	(722,636)
Net loss for the period	$ (3,241,110)	$ (8,616,120)	$ (6,066,202)	$ (12,440,696)
Translation adjustment, attributable to:				
Continuing operations	307,498	313,779	(863,843)	(443,458)
Discontinued operations		18,827		731,101
Net and comprehensive loss for the period	$ (2,933,612)	$ (8,283,514)	$ (6,930,045)	$ (12,153,053)
Basic and diluted loss per common share	$ (0.06)	$ (0.22)	$ (0.12)	$ (0.34)
Basic and diluted loss per common share, continuing operations	(0.06)	(0.22)	(0.12)	(0.34)
Basic and diluted loss per common share, discontinued operations	-	(0.02)	-	(0.02)
Weighted average number of common shares outstanding	48,891,377	39,280,640	48,647,307	36,220,356

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

ISODIOL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Share capital			Reserves				
	Number	Amount	Subscriptions	Equity portion of convertible debt	Warrants	Share Obligations and share-based payments	Accumulated other comprehensive income	Deficit	Total
Balance, March 31, 2018	30,081,093	$ 90,143,673	$ -	$ -	$ 976,376	$ 6,686,855	$ (139,947)	$ (49,896,946)	$ 47,770,011
Shares issued for cash	2,465,757	17,119,217	(2,200,001)	-	-	-	-	-	14,919,216
Subscriptions received	-	-	400,890						400,890
Shares issued pursuant to options exercised	557,000	1,133,550	-	-	-	-	-	-	1,133,550
Shares issued pursuant to licensing agreement	141,381	1,190,743	-	-	-	-	-	-	1,190,743
Shares issued pursuant to warrants exercised	77,032	192,584	-	-	-	-	-	-	192,584
Shares issued pursuant to acquisitions	5,832,779	49,530,824	-	-	-	-	-	-	49,530,824
Shares issued for finders' fees	20,000	210,000	-	-	-	-	-	-	210,000
Share based payments and shares issued for services	705,904	2,705,806	-	-	-	-	-	-	2,705,806
Foreign currency translation adjustment	-	-	-	-	-	-	287,633	-	287,633
Net loss for the period	-	-		-	-	-	-	(12,440,696)	(12,440,696)
Balance, September 30, 2018	39,880,946	$ 162,226,397	$ -	$ -	$ 976,376	$ 6,686,855	$ 147,886	$ (62,337,642)	$ 105,900,561
Shares issued pursuant to options exercised	100,000	2,003,403	-	-	-	(1,853,403)	-	-	150,000
Shares issued pursuant to licensing agreement	969,753	2,691,748	-	-	-	-	-	-	2,691,748
Share-based payments and shares for services	6,895,568	10,058,034	-	-	-	483,545	-	-	10,541,579
Convertible debt	-	-	-	606,624	130,616	-	-	-	737,240
Foreign currency translation adjustment	-	-	-	-	-	-	384,088	-	384,088
Net loss for the period	-	-	-	-	-	-	-	(113,472,318)	(113,472,318)
Balance, March 31, 2019	47,846,267	$ 176,979,582	$ (1,799,111)	$ 606,624	$ 1,106,992	$ 5,316,997	$ 531,774	$ (175,809,960)	$ 6,932,898
Shares issued for cash, net (Note 14)	521,259	672,850	(672,850)	-	-	-	-	-	-
Shares issued to settle liabilities (Note 14)	523,851	623,407	-	-	-	-	-	-	623,407
Shares issued pursuant to acquisition agreement (Note 14)	8,860,896	13,291,345	-	-	-	-	-	-	13,291,345
Shares held internally to be cancelled (Note 14)	(8,860,896)	(13,291,345)	-	-	-	-	-	-	(13,291,345)
Foreign currency translation adjustment	-	-	-	-	-	-	(863,843)	-	(863,843)
Net loss for the period	-	-	-	-	-	-	-	(6,066,202)	(6,066,202)
Balance, September 30, 2019	48,891,377	$ 178,275,839	$ (2,471,961)	$ 606,624	$ 1,106,992	$ 5,316,997	$ (332,069)	$ (181,876,162)	$ 626,260

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

ISODIOL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the six months ended September 30, 2019	For the six months ended September 30, 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss from continuing operations	$ (6,066,202)	$ (11,718,060)
Loss from discontinued operations	-	(722,636)
	$ (6,066,202)	$ (12,440,696)
Items not involving cash:		
Shares issued for services	-	2,734,351
Shares issued for finder's fees	-	210,000
Fair value adjustment on long-term receivable	(168,000)	-
Interest accrual	184,815	16,117
Amortization	178,396	1,578,883
Right-of use asset amortization	165,730	-
Lease liability interest accrual	14,901	-
Change in income tax estimate	-	(145,111)
Bad debt	1,109,486	-
Changes in non-cash working capital items:		
Receivables	7,149,017	(3,194,658)
Prepaid expenses and deposits	(318,151)	(4,813,702)
Inventory	(189,825)	(4,824,671)
Related parties receivable	-	1,032,408
Accounts payable and accrued liabilities	999,149	(564,389)
Related parties payable	(656,625)	(517,932)
Deferred Revenues	(21,447)	(214,830)
Cash provided/(used) by operating activities	2,381,244	(21,144,230)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash received on acquisitions	-	-
Investment (Note 8)	1,203,420	(1,995,931)
Acquisition deposits	-	7,075,013
Fixed assets	-	(4,272,400)
Leasehold improvements	-	(314,347)
Intangible assets	-	(5,663,589)
Acquisition payable	-	(4,664,919)
Loans receivable	518,000	(449,094)
Cash provided/(used) by investing activities	1,721,420	(10,285,267)
CASH FLOWS (USED IN) FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares (Note 14)	-	15,799,000
Share issue costs (Note 14)	-	(880,783)
Proceeds from options exercised	-	1,133,550
Proceeds from warrants exercised	-	192,584
Repayment of convertible debt	(248,563)	-
Payment of lease liability (Note 12)	(184,713)	-
Repayment of loans (Note 11)	(2,906,033)	2,392,303
Cash provided/(used) by financing activities	(3,339,309)	18,637,653
Effect of exchange rate changes	(863,843)	513,526
Change in cash during the period	(100,488)	(12,278,318)
Cash, beginning of period	403,814	15,549,664
Cash, end of period	$ 303,326	$ 3,271,346
Cash paid during the period for interest	$ (547,274)	$ (12,852)
Cash paid during the period for income tax	$ -	$ -

Supplemental Cash Flow Information (Note 20)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Isodiol International Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on June 2, 2014, as Grenadier Resource Corp. The Company commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "GAD" in July 2014. The Company changed its name from Grenadier Resource Corp. to Laguna Blends Inc. on September 18, 2015 in conjunction with a reverse takeover transaction (the "RTO"). On September 22, 2015, the Company resumed trading on the Canadian Securities Exchange at the opening of the market on September 23, 2015 under the new symbol "LAG".

On June 9, 2017 the Company changed its name to Isodiol International Inc. and trades under the new symbol "ISOL" on the Canadian Securities Exchange.The Company is a manufacturer and developer of phytoceutical consumer products using pharmaceutical and nutraceutical grade phytochemical compounds.

Effective July 24, 2018, the Company completed a share consolidation of its share capital on the basis of ten existing common shares for one new common share.

All information in these condensed consolidated interim financial statements is presented on a post-share consolidation basis, including the number and exercise price of all share options and warrants.

The Company's registered and records office is at 1500, 1055 West Georgia Street, Vancouver, BC V6E 4N7. The corporate head office is at 2710 – 200 Granville Street, Vancouver, BC V6C 1S4.

These condensed consolidated interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. During the six months ended September 30, 2019, the Company's operations did not generate positive cash flows, the Company incurred a net loss of $6,066,202 (2018 - $12,440,696) and the Company had an accumulated deficit of $181,876,162 (2019 - $175,809,960). The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions indicate the existence of a material uncertainty that may give rise to significant doubt about the entity's ability to continue as a going concern.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the fiscal year ended March 31, 2019, filed August 16, 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed consolidated interim financial statements were authorized for issue in accordance with a resolution from the Board of Directors on November 29, 2019.

Basis of Consolidation and Presentation

The condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

2. BASIS OF PREPARATION - (CONTINUED)

Basis of Consolidation and Presentation (continued)

These consolidated financials incorporate the financial statements of the Company and its wholly controlled subsidiaries, ISO International, LLC, a company incorporated under the Limited Liability Companies Act of the state of Wyoming, Laguna Blends (USA) Inc. ("Laguna USA"), a company incorporated in the State of Nevada and extra-provincially registered in British Columbia, Laguna Blends (Canada) Inc. ("Laguna Canada"), a company incorporated in British Columbia, The Bradley's Brand, Inc, a company incorporated in the state of Arizona, IsoBev, Inc. a company incorporated in the state of Florida, Isobev International Inc. a company incorporated in British Columbia, Isolabs International Inc. a company incorporated in British Columbia, Iso-sport International Inc. a company incorporated in British Columbia, C3 Global Biosciences, Inc., a company incorporated in the state of Nevada, and Purodiol do Brasil Ltda., a company incorporated in Brazil. During the year ended March 31, 2019, the Company disposed of the following subsidiaries, BSPG Laboratories Ltd., a company incorporated in the United Kingdom, Azure Bottling LLC, a company incorporated in Florida and Kure Corp. a company incorporated in Florida. The activities of these subsidiaries were reclassified to discontinued operations for the six months ended September 30, 2018.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed consolidated interim financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

The table below lists the Company's subsidiaries and investments in affiliates that exist at September 30, 2019.

Subsidiary	Ownership %	Accounting method
ISO International, LLC	100%	Consolidation
Laguna Blends (USA) Inc.	100%	Consolidation
Laguna Blends (Canada) Inc.	100%	Consolidation
Isolabs International Inc.	100%	Consolidation
Iso-Sport International Inc.	100%	Consolidation
The Bradley's Brand, Inc.	100%	Consolidation
C3 Global Biosciences, Inc.	100%	Consolidation
IsoBev, Inc.	100%	Consolidation
IsoBev International Inc.	100%	Consolidation
Wold Holdings Inc.	100%	Consolidation
Purodiol do Brasil Ltda.	99%	Consolidation

Use of Estimates and Judgments

The preparation of these consolidated financial requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Critical accounting judgments

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

2. BASIS OF PREPARATION (CONTINUED)

Use of Estimates and Judgments (continued)

Business combinations

Judgment is used when determining whether an acquisition is a business combination or an asset acquisition. Judgment is also used in measuring the fair value of equity instruments issued as consideration for a business combination, and in allocating the fair value of consideration paid to the assets acquired and liabilities assumed.

Functional currency

Determination of an entity's functional currency involves judgment taking into account the transactions, events, and conditions relevant to the entity. Determination of functional currency involves evaluating evidence about the primary economic environment in which the entity operations and is re-evaluated when facts and circumstances indicate that conditions have changed.

Financial instruments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgements or assessments made by management.

Critical Accounting Estimates

Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the provision for income taxes.

Inventory

The Company estimates the net realizable value of inventory taking into account the most reliable evidence available at each reporting date.

Estimated useful lives, impairment considerations and amortization of tangible and intangible assets

Amortization of tangible and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Goodwill impairment testing requires management to make critical estimates within the impairment testing model. On an annual basis, the Company tests whether goodwill is impaired.

Impairment of tangible and intangible assets with limited lives is affected by judgments about indications of impairment and estimates used to measure impairment losses where necessary.

The recoverable value of goodwill and tangible and intangible assets is determined using discounted cash flow models, which incorporate assumptions about future events including future cash flows, growth rates and discount rates.

Convertible notes

The identification of convertible note components is based on interpretations of the substance of the contractual arrangement and therefore requires judgement from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component. The determination of the fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount rates and the presence of any derivative financial instruments.

3. SIGNIFICANT ACCOUNTING POLICIES

With the exception of the recently adopted accounting policies, these condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's amended audited annual financial statement for the fiscal year ended March 31, 2019, filed August 16, 2019.

Changes in significant accounting policies and adoption of new accounting standards

The following new accounting policies were adopted during the six months ended September 30, 2019:

The Company adopted the requirements of IFRS 16 effective April 1, 2019. This new standard replaces IAS 17 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current accounting for finance leases, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is substantially changed.

On adoption, the Company transitioned to the new standard using the modified retrospective approach and:

a) Measured the lease liability based on the present value of the remaining lease payments discounted using the Company's incremental borrowing rate of at April 1, 2019;
b) Measured the right-of-use asset as if IFRS 16 had been applied since the commencement date, but discounted using the Company's incremental borrowing rate at April 1, 2019; and
c) Recording the cumulative difference to deficit;

The net impact on retained earnings on April 1, 2019 was a $nil.

The following is a reconciliation of total operating lease commitments at March 31, 2019, to the lease liabilities recognized at April 1, 2019:

Lease liabilities before discounting	$	864,862
Discounted using incremental borrowing rate of 15%		(68,266)
Operating lease liability		796,596

The following is a reconciliation of lease liabilities to right of use lease asset at April 1, 2019:

Operating lease liability at April 1, 2019	$	796,596
Lease payments prior to April 1, 2019		-
Right of use lease asset as of April 1, 2019		796,596

For any new contracts entered into on or after January 1, 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

a) The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
b) The Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
c) The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Changes in significant accounting policies and adoption of new accounting standards (continued)

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

IFRIC 23 *Uncertainty over income tax treatments* clarifies the application of recognition and measurement requirement in IAS 12, Income Taxes, when there is uncertainty over income tax treatments. It specifically addresses whether an entity considers each tax treatment independently or collectively, the assumptions an entity makes about the examination of tax treatments by taxation authorities, how an entity determines taxable profit (tax loss), tax bases, unused tax credits and tax rates, and how an entity considers changes in facts and circumstances. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. IFRIC 23 is effective for the Company's current annual period retrospectively and the adoption did not have a significant impact on the Company's condensed consolidated interim financial statements for the three months ended September 30, 2019.

4. FIXED ASSETS

	Office equipment	Computer equipment	Vehicles	Total Equipment	Leasehold Improvements
Cost					
Balance, March 31, 2019	$ 1,396,328	$ 237,073	$ 80,023	**$ 1,713,424**	**$ 486,166**
Additions	-	-	-	**-**	**-**
Balance, September 30, 2019	$ 1,396,328	$ 237,073	$ 80,023	**$ 1,713,424**	**$ 486,166**
Accumulated depreciation					
Balance, March 31, 2019	$ 295,940	$ 141,555	$ 8,004	$ 445,499	$ 137,277
Amortization for the period	110,038	26,266	7,202	143,506	34,890
Balance, September 30, 2019	$ 405,978	$ 167,821	$ 15,206	**$ 589,005**	**$ 172,167**
Carrying amounts					
As at March 31, 2019	$ 1,100,388	$ 95,518	$ 72,019	**$ 1,267,925**	**$ 348,889**
As at September 30, 2019	$ 990,350	$ 69,252	$ 64,817	**$ 1,124,419**	**$ 313,999**

5. RIGHT-OF USE ASSETS

The Company's right-of-use asset relates to the lease of office space. On adoption of IFRS 16, the group recognized lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2019.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities on April 1, 2019 was 15%.

Cost	
Balance, April 1, 2019, on adoption of IFRS 16	$ 796,596
Accumulated depreciation	
Balance, April 1, 2019	-
Depreciation	165,730
Balance, September 30, 2019	165,730
Carrying amount, September 30, 2019	630,866

6. RECEIVABLES

Receivables recognized on the statement of financial position are comprised of:

	September 30, 2019	March 31, 2019
Sales tax recoverable*	$ 55,320	$ 672,721
Trade receivables, net	2,254,198	2,815,680
Proceeds on sale of BSPG (note 10)	2,132,834	9,212,454
Promissory note receivable**	683,685	683,685
Subscriptions receivable	-	-
Accounts receivable	5,126,037	13,384,540
Long term receivable on sale of BSPG (note 10)	2,330,600	2,162,600
	$ 7,456,637	$ 15,547,140

*Sales tax receivable is due from Canadian government taxation authorities.

**On December 1, 2018, the Company entered into a promissory note agreement with Kure Corp. for a total of USD$500,000 plus annual interest earned at the IRS US federal rate. The promissory note is due by the earlier of (i) November 30, 2019, (ii) 120 days from the effective date of a spin out transaction, or (iii) the completion of a financing by the borrower in the amount of not less than USD$1,000,000.

Current amounts receivable have maturities of less than one year and the net carrying value of receivables is considered a reasonable approximation of fair value. The Company anticipates full recovery of these amounts and therefore no impairment has been recorded against receivables. The Company's net receivable balance is all considered current and are not past due or impaired. The Company does not possess any collateral related to these assets. The Company expects all amounts to be subsequently received.

During the six months ended September 30, 2019, the Company recognized bad debts expense of $1,109,486 (2018 – $3,280). Bad debt expense consists of the current period increase in allowance for doubtful accounts of $1,109,486 (2018 - $nil) over its trade receivables.

During the six months ended September 30, 2019, the Company recognized amortization of long-term receivable of $164,000 (2018 – $nil) recognized within interest income.

7. INVENTORY

As at September 30, 2019, the Company's inventory balance consists of finished good merchandise ready for sale. During the six months ended September 30, 2019, the Company expensed $4,817,007 of inventory included within cost of goods sold.

8. INVESTMENTS

The Company's investments are as follows:

	10330698 Canada Ltd.	Promedia Investments Inc.	Total
Balance, March 31, 2019	$ 1,935,500	$ 534,520	$ 2,470,020
Cash received on sale	(1,203,420)	-	(1,203,420)
Balance, September 30, 2019	**$ 732,080**	**$ 534,520**	**$ 1,266,600**

On April 20, 2018, the Company purchased 6,451,613 common shares of 10330698 Canada Ltd., representing 10% of the shares issued and outstanding at a value of $0.31 per share for a total investment of $2,000,000. 10330698 Canada Ltd. is a private company without a quoted market price in an active market.

On March 25, 2019, the Company entered into an agreement with a private equity agent to sell 10330698 Canada Ltd's shares. Advisory fees of $64,500 will be paid on the sale of all shares, recognized as a reduction to the investment and a loss on investment. During the period ended September 30, 2019, the Company sold 3,882,000 shares for total proceeds of $1,203,420 and expects to sell the remaining value in the coming periods.

On July 11, 2018, the Company purchased 400,000 common shares of Promedia Investments Inc. ("Promedia"), at a value of USD$1.00 per share for a total investment of USD$400,000. Promedia is a private company without a quoted market price in an active market. Management evaluates the fair value of the investment at the end of each quarter and notes that there were no indicators of impairment.

ISO international LLC holds 428,254 common shares of the parent company, Isodiol International Inc. These shares were issued pursuant to the licensing agreement entered into with ISO International LLC prior to it becoming a wholly-owned subsidiary. As of September 30, 2019, the Company recognizes $107,064 as shares held internally and its value is eliminated on consolidation.

9. LOANS RECEIVABLE

	Canadian National Pharma Group Inc.
Balance, March 31, 2019	$ 518,000
Cash received on sale	(518,000)
Balance, September 30, 2019	**$ nil**

During the year ended March 31, 2019, the Company terminated its acquisition agreement with CN Pharma and simultaneously entered into a settlement agreement to receive a portion of its investment for a total of $900,000 to be received in three instalments over the next six months. As of September 30, 2019, all amounts have been received.

There was no interest charged or security held on each of these loans.

10. DISCONTINUED OPERATIONS

During the year ended March 31, 2019, the Company divested three of its wholly owned subsidiaries Azure, BSPG and Kure. Operational activities related to these entities have been separated disclosed in the condensed consolidated interim statements of loss and comprehensive loss. Losses from the date of acquisition to the end of the six months ended September 30, 2018 are summarized as follows for each entity:

	Income (loss) from discontinued operations	Translation adjustment attributable to discontinued operations	Total loss and comprehensive loss from discontinued operations
Azure Bottling LLC	$ (63,555)	$ (211,749)	$ (275,304)
Kure Corp.	221,667	1,054,703	1,276,371
BSPG Laboratories Ltd	(880,749)	(111,853)	(992,602)
	$ (722,636)	$ 731,101	$ 8,465

For the periods from acquisition to September 30, 2018, the cash flow information has been presented for each of the discontinued operations as follows:

	Azure For the period from May 4, 2018 to September 30, 2018	Kure For the period from May 1, 2018 to September 30, 2018	BSPG For the period from April 17, 2018 to September 30, 2018
Net cash flows provided by (used in) operating activities	$ (71,120)	$ 51,221	$ (1,538,026)
Net cash flows used in investing activities	(1,604,205)	(779,593)	-
Net cash flows provided by (used in) financing activities	1,791,695	(1,100,103)	1,755,164
Effect of exchange rate changes	(211,749)	1,054,703	(111,853)
Net cash flows provided by (used in) discontinued operations	$ (95,379)	$ (773,772)	$ (105,285)

There were no discontinued operations for the six months ended September 30, 2019.

10. DISCONTINUED OPERATIONS (CONTINUED)

On December 19, 2018, the Company entered into a share exchange and plan of arrangement to dispose of its 100% owned subsidiary, Azure Bottling LLC to Azure Water Bottling of Florida, LLC ("Azure Water"). Pursuant to the share exchange and plan of arrangement, the Company sold its equity to Azure Water for total proceeds of USD$1,000,000 (received).

Set out below is the financial performance for the period from acquisition on May 4, 2018 up to September 30, 2018:

		For the period ended September 30, 2018
Sales	$	966,455
Cost of goods sold		(591,593)
Gross profit		374,862
Total operating and administrative expenditures		(438,417)
Net loss for the period	$	(63,555)
Translation adjustment		(211,749)
Net and comprehensive loss for the period	$	(275,304)

10. DISCONTINUED OPERATIONS (CONTINUED)

On March 29, 2019, the Company entered into a plan of arrangement to distribute all of the issued and outstanding shares of Kure Corp. to the former Kure shareholders, and, in consideration for the Kure Shares, Isodiol was absolved of its February 1, 2019 obligation to issue to the former Kure shareholders Isodiol shares having a value of US$25,000,000 and US$10,000,000.

Set out below is the financial performance for the period from acquisition on May 1, 2018 up to September 30, 2018:

		For the period ended September 30, 2018
Sales	$	4,306,643
Cost of goods sold		(1,463,760)
Gross profit		2,842,883
Total operating and administrative expenditures		(2,621,215)
Net income for the period	$	221,668
Translation adjustment		1,054,703
Net and comprehensive income for the period	$	1,276,371

10. DISCONTINUED OPERATIONS (CONTINUED)

On March 29, 2019, the Company entered into a definitive purchase agreement to sell its 100% owned subsidiary, BSPG Laboratories Limited to a UK private equity group. As a part of the transaction, Isodiol has secured an off-take supply agreement with the buyer to ensure continued distribution of its Purodiol and Isodiolex products.

Pursuant to the sale, cash payments to Isodiol will be as follows:

a) US$2,000,000 on or before March 31, 2019 (received);
b) US$3,000,000 on or before April 4, 2019 (received);
c) US$5,000,000 is due by June 26, 2019 (USD$4.75M received, with remainder received subsequently),
d) US$2,000,000 is due by September 26, 2019 (partially received subsequently), and
e) US$2,000,000 is due by September 2020

Payments to Isodiol, are net of USD$4,500,000 being the remaining acquisition payments relating to the Company's acquisition of BSPG.

Set out below is the financial performance for the period from acquisition on May 4, 2018 up to September 30, 2018:

		For the period ended September 30, 2018
Sales	$	1,191,925
Cost of goods sold		(435,518)
Gross profit		756,406
Total operating and administrative expenditures		(1,637,155)
Net income for the period	$	(880,749)
Translation adjustment		(111,853)
Net and comprehensive loss for the period	$	(992,602)

11. LOANS PAYABLE

On August 30, 2018, the Company received a USD$1,000,000 loan from a previous director of the Company and a USD$900,000 loan from the previous President of ISO International LLC. The loans are due on demand at 2% interest per month, plus an upfront interest charge of $100,000 at the outset of the loans. On April 4, 2019, the Company settled these loans for total payment of $2,906,033 which included interest of $362,561 (2018 - $nil).

12. LEASE LIABILITY

Balance, April 1, 2019, on adoption of IFRS 16	$	796,596
Interest expense		14,901
Lease payments		(184,713)
Balance, September 30, 2019	$	626,784
Lease liability, current	$	169,813
Lease liability, non-current		456,971
	$	626,784

The Company's lease liabilities are summarized as follows:

i) Escondido office premises expires April 1, 2021, with monthly rent of USD$13,222
ii) The Company holds three separate Arizona lease premises, with monthly rent and expiry details as follows:
   a. Expires August 1, 2021, with monthly rent of USD$2,078;
   b. Expires December 1, 2021, with monthly rent of USD$4,547; and
   c. Expires May 1, 2021, with monthly rent of USD$5,100.

13. CONVERTIBLE DEBT

On November 30, 2018, the Company completed a convertible debt financing for proceeds of $6,000,000. The convertible debentures are unsecured, bear interest at a rate of 8% per year, mature on November 29, 2020 and are convertible into common shares of the Company at a price of $2.15 per common share.

In the event of a pending change in control, or merger, the convertible debt lender will have the right to require the borrower to (i) purchase the convertible debt at 104% of the then outstanding principal plus any unpaid interest thereon, (ii) if the change in control or merger results in a new issuer, convert the debt into a replacement debt of the new issuer in the amount that is 104% of the principle amount then outstanding on substantially equivalent terms, or (iii) convert the debentures at the conversion price. In addition, the Company will have the right to compel the conversion of the Convertible Debentures in the event that the daily volume weighted average trading price of the common shares exceeds $3.00 per Common Share for 20 consecutive trading days after December 31, 2019.

In addition, the Company granted 233 Common Share purchase warrant ("Warrants") for each $1,000 underlying the Convertible Debentures for a total of 1,398,000 warrants. Each Warrant will be exercisable into one Common Share at an exercise price of $2.75 for a period of 24 months.

The convertible debentures are accounted for as compound financial instruments, consisting of a debt instrument, an equity conversion feature and warrant. The fair value of the debt instrument was estimated using 15% representing the interest rate that would be applicable to a non-compound debt instrument. The debt is carried at amortized cost and amortized over the life of the debt using the effective interest method. The excess of the proceeds over the value assigned to the debt instrument was proportionately allocated to the equity component of the convertible debentures and the warrant. The following table summarizes the Company's convertible debentures as at September 30, 2019:

Balance, March 31, 2019	$	5,189,960
Amortization of debt (included in interest expense)		184,815
Repayment of interest		(248,563)
Balance, September 30, 2019	$	5,126,212

14. SHARE CAPITAL

a) Authorized share capital

Unlimited number of common without par value.

b) Issued share capital

On July 24, 2018, the Company completed a share consolidation of its share capital on the basis of ten existing common shares for one new common share.

All information in these condensed consolidated interim financial statements is presented on a post-share consolidation basis, including the number and exercise price of all share options and warrants.

The Company has 48,891,377 common shares issued and outstanding, with an additional 428,254 common shares held by a wholly owned subsidiary of the Company and 8,860,896 held for cancellation.

Changes in the issued common shares of the Company during the six months ended September 30, 2019, were as follows:

i) On May 13, 2019, the Company completed a private placement by issuing 521,259 units at a price of USD$1.04 per common share for total proceeds of USD$500,000, of which USD$200,000 is included in subscriptions receivable. Each unit consists of one common share.

ii) On May 16, 2019, 2018, the Company issued 523,851 common shares measured at a fair value of $1.19 per share to settle accounts payable. The shares were measured as of the date of agreement;

iii) On February 14, 2019, the Company entered into an acquisition agreement with CBD Naturals beverage brands and intellectual property portfolio from the Company's co-founder, Jared Berry.

On May 13, 2019, the Company issued an aggregate number of shares of its common stock equal to USD$8,500,000 for a total of 8,860,895 shares; however, these shares are currently held internally and pursuant to the notice of termination on July 18, 2019, the Company is in the process of unwinding the transactions and cancelling the issuance of these shares.

c) Warrants

The continuity of warrants for the six months ended September 30, 2019 is summarized below:

	Number	Weighted Average Exercise Price
Balance, March 31, 2019	10,338,664	$9.41
Expired	(2,635,309)	$3.18
Balance, September 30, 2019	7,703,355	$11.54

14. SHARE CAPITAL (CONTINUED)

d) Warrants (continued)

At September 30, 2019, the Company had 7,703,355 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number	Price	Expiry Date
1,708,000	$20.00	December 21, 2019
87,224	$6.80	December 31, 2019
2,465,753	$10.00	May 25, 2021
826,000	$20.00	January 2, 2020
1,398,000	$2.75	November 30, 2020
1,218,378	$7.50	December 4, 2020
7,703,355		

As at September 30, 2019, the weighted average remaining contractual life of all warrants outstanding was 1.26 years.

e) Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors, officers, employees and consultants to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount, subject to a minimum exercise price of $1.00. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board of Directors. Pursuant to the regulations of the CSE, stock options may be granted outside of the stock option plan.

The continuity of options for the six months ended September 30, 2019, is summarized below:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, March 31, 2019	1,175,000	$2.60
Expired	(1,033,000)	$2.42
Outstanding and exercisable, September 30, 2019	142,000	$3.95

At September 30, 2019, 142,000 share purchase options were outstanding and exercisable entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date
142,000	$3.95	September 14, 2023
142,000		

The weighted average remaining life for the options outstanding and exercisable at September 30, 2019 is 3.95 years.

15. RELATED PARTY DISCLOSURES

Key management personnel are the directors and officers of the Company. Management compensation transactions for the six months ended September 30, 2019 and 2018 are summarized as follows:

	September 30, 2019	September 30, 2018
Management fees	$ 182,850	$ 829,899
Share based payments	-	1,205,131
Total	$ 182,850	$ 2,035,030

Included in accounts payable and accrued liabilities at September 30, 2019, are $12,500 due to an officer of the Company (2018 - $12,500)

During the six months ended September 30, 2019, the Company paid $37,500 (2018 - $210,422) included in management fees to the CEO and Director of the Company pursuant to CEO and Director services provided.

During the six months ended September 30, 2019, the Company paid $75,000 (2018 - $25,000) included in management fees to the CFO and corporate secretary pursuant to CFO and corporate secretary services provided.

During the six months ended September 30, 2019, the Company paid $70,350 (2018 - $17,500) included in consulting fees to a company controlled by a previous Director of the Company pursuant to Director services provided.

	September 30, 2019	March 31, 2019
Due to companies with a common officer of the Company	29,178	685,803
Total due to related party	$ 29,178	$ 685,803

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The classification of the financial instruments as well as their carrying values are shown in the table below:

		September 30, 2019	March 31, 2019
Financial Assets			
Cash	Fair Value through Profit and Loss	$ 303,326	$ 403,814
Trade receivables and promissory notes receivable	Amortized cost	5,070,717	12,711,819
Investments	Fair value through profit and loss	1,266,656	2,470,020
Loans receivables	Amortized cost	-	518,000
Long term receivables	Amortized cost	2,330,600	2,162,600
Total Financial Assets		$ 8,971,299	$ 18,266,253
Financial Liabilities			
Accounts payable and accrued liabilities	Amortized cost	$ 5,912,236	$ 5,536,494
Due to related parties	Amortized cost	29,178	685,625
Loans payable	Amortized cost	-	2,906,033
Lease liability (current and long term)	Amortized cost	626,784	-
Convertible debt	Amortized cost	5,126,212	5,189,960
Total Financial Liabilities		$ 11,694,410	$ 14,318,112

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments (continued)

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

At September 30, 2019, cash is measured using Level 1 inputs. At September 30, 2019, the Company held $732,080 in investments measured at Level 1 and $534,520 at Level 2. During the six months ended September 30, 2019, there were no transfers between Level 1 and Level 2 fair value measurements and there were no transfers in and out of Level 3 fair value measurements.

The fair values of the Company's financial assets and liabilities approximate their carrying amounts. The carrying value of receivables and accounts payable, acquisitions payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. The carrying value of loans payable approximate their carrying value based on currently available borrowing rates for debt on similar terms, credit risk and maturities. The Fair value of convertible debt is measured using a discount factor of 15% which approximates the borrowing rate that the Company would get for debt without a conversion feature and warrants.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company had a cash balance of $303,326 to settle current liabilities of $8,456,565. The Company is currently investigating financing opportunities so that it has sufficient liquidity to meet liabilities when due.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the completion of other equity and debt financings. The Company has limited financial resources, is currently generating net losses from operations, and has no assurance that additional funding will be available to it for future development of its business. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and accounts receivable.

The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables primarily consist of GST receivable from the Government of Canada, trade receivables due from merchant accounts, proceeds from the sale of BSPG and promissory notes receivable.

The Company's maximum exposure to credit risk related to certain financial instruments as identified below, approximate the carrying value of these assets on the Company's consolidated statements of financial position, with the exception of the long-term receivable which is carried at amortized cost:

	September 30, 2019	March 31, 2019
Cash	$ 303,326	$ 15,549,664
Receivables		
Trade receivables, net	2,254,198	1,039,937
Proceeds on sale of BSPG	2,132,834	-
Promissory note receivable	683,685	-
Subscriptions receivable	-	7,000
Long term receivable on sale of BSPG	2,330,600	-
	$ 7,704,643	$ 16,596,601

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk
The Company's financial assets exposed to interest rate risk consist of cash. The Company's policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company is satisfied with the credit ratings of its banks. As at September 30, 2019, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk
The Company's foreign exchange risk arises from transactions denominated in other currencies.

17. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity and convertible debt. The Corporation's objectives when managing capital include (i) ensuring that the Corporation is able to meet its financial obligations as they become due, whilst ensuring compliance with all applicable debt covenants; (ii) ensuring that the Corporation has sufficient capital to manage business activities in each of its operating segments; (iii) ensuring that the Corporation has sufficient capital available to benefit from acquisition opportunities, should they arise; (iv) ensuring that the Corporation and all of its regulated entities meet relevant regulatory capital requirements; and (v) ensuring adequate returns for shareholders. The Corporation regularly assesses its capital management practices in response to changing economic conditions. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

18. SEGMENTED REPORTING

The Company has two operating segments and generates external revenues from the sale of nutritional health products derived from hemp. The operating segments have been disclosed by geographical region as follows:

	Assets	Revenue	Loss from continuing operations
Canada	$ 7,464,245	$ -	$ (922,062)
United States	7,201,763	6,097,866	(5,144,140)
	$ 14,666,008	$ 6,097,866	$ (6,066,202)

19. COMMITMENTS

The Company has entered into various agreements that have resulted in the minimum financial commitments payable over the next two fiscal years as follows:

Commitment	2020	2021
Rent Canada	$ 243,000	$ -
Rent United States	268,000	358,000
Total	$ 511,000	$ 358,000

20. SUBSEQUENT EVENTS

There were no subsequent events.

21. SUPPLEMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows.

During the six months ended September 30, 2019:

i) On May 16, 2019, the Company issued 523,851 common shares measured at a fair value of $1.19 per share to settle accounts payable;

ii) On February 14, 2019, the Company entered into an acquisition agreement with CBD Naturals beverage brands and intellectual property portfolio from the Company's co-founder, Jared Berry.

On May 13, 2019, the Company issued an aggregate number of shares of its common stock equal to USD$8,500,000 for a total of 8,860,895 shares; however, these shares are currently held internally and pursuant to the notice of termination on July 18, 2019, the Company is in the process of unwinding the transactions and cancelling the issuance of these shares.

APPENDIX "B"

Isodiol International Inc.

Management Discussion and Analysis
For the six months ended September 30, 2019

Isodiol International Inc.
Management Discussion and Analysis
For the six months ended September 30, 2019

Date of Report: November 29, 2019

The following Management Discussion and Analysis ("MD&A") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of November 29, 2019 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes for the six months ended September 30, 2019, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS").

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the Company's operations. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. This MD&A should be read in conjunction with the risk factors described in the *Risk Factors* section of this MD&A. Although the Company has attempted to identify important factors that could cause actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as at the date of the MD&A. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements. The Company does not undertake to update any forward-looking statements except as required by applicable securities laws.

OVERALL PERFORMANCE

Isodiol International Inc. ("Isodiol" or "the Company") was incorporated under the Business Corporations Act (British Columbia) in June 2014 as Grenadier Resource Corp.

On June 9, 2017, the Company changed its name to Isodiol International Inc. The Company's common shares are listed on the Canadian Securities exchange under the symbol "ISOL" and on the US OTC exchange under the symbol "ISOLF".

The Company is focused on the nutritional health benefits that are derived from hemp and is a product development, sales, marketing and distribution company of hemp-based consumer products and solutions. The company specializes in identifying emerging trends and opportunities from all Cannabinoids available in hemp. The company is not involved in the Marijuana industry as it does not sell the marijuana plant. Hemp and marijuana come from the Cannabis *sativa L specie* but are genetically distinct and are further distinguished by use, chemical makeup, and cultivation methods. Hemp, which refers to the non-psychoactive (less than 0.3% THC) varieties of Cannabis sativa L, is a renewable raw material used in thousands of products including health foods, body care, clothing, construction materials, biofuels and plastic composites. The Company's growth strategy includes the development of over the counter and pharmaceutical drugs, expanding its phytoceutical portfolio and

while it continues its expansion into Latin America, the primary focus of the Company is in the US market. The Company requires capital raises in addition to the revenues generated from ongoing operations in order to meet future financial commitments.

As at September 30, 2019 the Company had $303,326 in cash compared to March 31, 2019 of $403,814. For the six months ended September 30, 2019, the Company had gross profit of $1,480,859 and a net loss of $6,066,202. The majority of operating expenses consisted of advertising and promotions of $1,337,579, wages and salaries of $1,664,272, professional fees of $474,341 and general and administration costs of $1,093,358. The Company has realized a decrease in sales to date pursuant to a shift in the Company's focus and move away from bulk sales. At the same time, the Company has cut operating costs which will continue to be realized in the following period.

. The operational activities of previously divested entities have been recognized as one line in the consolidated statement of loss as "*loss on discontinued operations"* and disclosed in note 9 and 10 of the consolidated financial statements for the year ended March 31, 2019.

The Company continues to rely on debt and capital financing until it is able to establish profitable operations which it is currently working towards.

The Company believes turning its focus towards the regulated hemp market, whose regulations allow for more robust consumer-facing brand marketing, advertising and retail channels, will serve towards the Company's hemp based business focus and yield greater returns in the long-term.

Although the industry is growing, the Company did make significant capital commitments during the period. If additional industry risks were to arise based on new regulation, it may affect the Company's ability to raise funds going forward. This uncertainty does add a significant element of risk to the Company that is inherent with the current industry. There is also a risk factor associated with product quality and availability of biomass for production of finished goods. The Company maintains a position of being able to secure enough biomass for operations.

See the information under the heading Risk Factors that have and may continue to affect the Company and its business.

DESCRIPTION OF BUSINESS

Isodiol is focused on the nutritional health benefits that are derived from hemp and is a product development, sales, marketing and distribution company of hemp-based Consumer Packaged Goods and solutions. Isodiol has commercialized a 99%+ pure, naturally isolated CBD, including micro-encapsulations and nano-technology for quality consumable and topical skin care products. Isodiol's growth strategy includes the development of over-the-counter and pharmaceutical drugs and continued international expansion into Latin America, Asia, and Europe. The Company has secured an off-take agreement for access to API for use in finished pharmaceutical products specifically with respect to its Brazil operations.

The following lists the Company's subsidiaries and includes a description of each subsidiary's key activities:

C3 Global Biosciences (C3GBS)
C3GBS's business is focused on professional business channels which includes MDs, chiropractors, dentistry, etc. As a part of the 100% acquisition, the Company issued 114,189 shares valued at $1,061,958 during the year ended March 31, 2018.

The Bradley's Brand (Bradley's Brand)
Bradley's Brand's business is focused on manufacturing and distributing hemp oil and nicotine e-liquids, as well as personal care products. Bradley's Brand also offers apparel and merchandising solutions. By partnering with Isodiol, Bradley's has been able to increase its operational reach from the United States

and the United Kingdom, to the Latin American and additional European markets. As a part of the 100% acquisition, the company issued 154,680 shares valued at $487,242 during the year ended March 31, 2018.

ISO-Sport

ISO-Sport's business is to create products to focused on enhancing athletic performance and recovery needs of professional and prosumer athletes. The hemp-based nutrition line is geared towards mental and body wellness. ISO-Sport has been focused on raising awareness of CBD and related benefits that have been used by individuals within professional athletic organizations such as Professional Football, Cage Warriors and the MMA. ISO-Sport will continue to focus efforts towards professional athletes with the goal of assisting through their daily lives, training and recovery process. This is a wholly-owned division of Isodiol International Inc.

Iso-Bev

Iso-Bev is in the manufacturing and development of hemp infused beverages. This is a wholly-owned subsidiary of Isodiol International Inc. Iso-Bev, acquired 100% of the assets of Culinary Coffee Roasters whose business is the sale of quality coffees, tea and blended formulations. Culinary has been in the coffee beverage business for over fifteen years.

Isolabs International Inc.

This division focuses on phytoceutical development in North America and International markets with development of IP and other proprietary assets. This division will continue to externally source the cultivation of the plant and bring the manufacturing, processing, product R&D and distribution in-house.

Purodiol Do Brazil Ltda. (Purodiol)

Organized in Brazil, Purodiol supplies pharmaceutical products under ANVISA regulations to patients in Brazil. Isodiol has acquired 99% of Purodiol, which the Company is in the process of starting operations and building a consumer base.

The following are the Company's investments that have been held during the period:

On April 20, 2018, the Company purchased 6,451,613 common shares of 10330698 Canada Ltd., representing 10% of the shares issued and outstanding at a value of $0.31 per share for a total investment of $2,000,000. 10330698 Canada Ltd. is a private company without a quoted market price in an active market.

On March 25, 2019, the Company entered into an agreement with a private equity agent to sell 10330698 Canada Ltd's shares. Advisory fees of $64,500 will be paid on the sale of all shares, recognized as a reduction to the investment and a loss on investment. During the six months ended September 30, 2019, the Company sold 3,882,000 shares for total proceeds of $1,203,420 and expects to receive the total value of the original investment by the end of the year.

On July 11, 2018, the Company purchased 400,000 common shares of Promedia Investments Inc. ("Promedia"), at a value of USD$1.00 per share for a total investment of USD$400,000. Promedia is a private company without a quoted market price in an active market. Management evaluates the fair value of the investment at the end of each quarter and notes that there were no indicators of impairment.

ISO international LLC continues to hold 428,254 common shares of the parent company, Isodiol International Inc. These shares were issued pursuant to the licensing agreement entered into with ISO International LLC prior to it becoming a wholly-owned subsidiary. As of September 30, 2019, the Company recognizes $107,064 as shares held internally and its value is eliminated on consolidation.

HIGHLIGHTS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2019

On April 1, 2019 the Company announced the sale of BSPG Laboratories Ltd. and conclusion of its 2019 fiscal year business restructuring. The USD$14,000,000 sale of BSPG to a UK private equity group will be made in cash installments of USD$5,000,0000 paid on March 29, 2019, USD$5,000,000 due by June 26, 2019, USD$2,000,000 due by September 26, 2019, and a final installment of US $2,000,000 due September 26, 2020. This transaction secures significant operating cash flows and results in the Company securing API off-take needed for Purodiol options. The September 26, 2019 payment has been delayed and is now expected to be collected by December 31, 2019.

On April 11, 2019 the Company announced the commencement of its Vending Machine Program for Iso-Sport products with the initial launch in 20 Powerhouse Gym locations in the United States.

On May 1, 2019 the Company continued its fiscal 2020 Trade Show Program at the ECRM Pet EPPs Trade Conference and showcases it's all-natural CBD pet supplement line, Pawceuticals.

On May 16, 2019 the Company announced notice of its Annual General Meeting to be held on June 6, 2019 and issues updates on Mexico operations and restructuring efforts.

In an effort to reduce cash obligations and liabilities in the amount of $680,587, the Company issued 523,851 shares at a weighted average price of $1.19 per share.

On June 10, 2019 the Company announced 2018 Annual General Meeting voting results and provides an update on the partnership with the Asia American Trade Associations Council. All of the matters put forward before the shareholders for consideration and approval as set out in the Company's Management Information Circular dated April 18, 2019 were approved, including the following:

- To set the number of directors of the Company for ensuring year at four persons;
- To elect Marcos Agramont, Patrick Ogle, Marvin Washington, and Leonardo Matesanz as directors of the Company to hold office until the next Annual General Meeting of the Company, or until such time as their successors are duly elected or appointed;

- To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuring year, and to authorize the directors of the Company to fix the renumeration to be paid to the auditor; and
- An ordinary resolution of disinterested shareholders to ratify, confirm and approve the Company's ongoing stock option plan;

On July 18, 2019 the Company announced that the asset purchase agreements among the Company, ISO International LLC, and Carlsbad Naturals LLC (both the New Mexico and Wyoming limited companies) have been terminated as a result of Carlsbad New Mexico and Carlsbad Wyoming's failure to perform their respective obligations under the agreements. The transactions relating to these asset purchase agreements were announced and described in the Company's news release dated February 14, 2019. The company has terminated this acquisition and on is in the process of cancelling the previously issued shares.

On August 16, 2019, the Company filed its audited financial statements and management discussion and analysis which was followed by the BCSC revoking the previously requested management cease trade order. The Company also announced the resignations of Kevin Swadish, Chief Revenue Officer and Patrick Ogle, Director and Chief Operating Officer.

On August 30, 2019 the Company announced that it has filed its condensed consolidated financial statements and MD&A for the three months ended June 30, 2019 and provided highlights.

On October 9, 2019 the Company announced the appointment of Andrew Alvis as the Company's President.

The Company also announced the launch of its CBD based pet product line Pawceuticals available for purchase across the United States.

The Company also announced that it has entered into a strategic relationship with Vitamin Shoppe, Inc. for the launch of the Company's Iso-Sport products available for their distribution.

DISCUSSION OF OPERATIONS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2019 AS COMPARED TO THE SIX MONTHS ENDED SEPTEMBER 30, 2018

Please note that revenues and expenses from divested subsidiaries, Azure, Kure and BSPG have been included in a single line in the, *Net loss from discontinued operations* in the comparative period's condensed consolidated interim statement of loss and comprehensive loss.

Through the development of its own IP, Isodiol has been able to create a portfolio of products which are sold through various channels domestically in the US and internationally. Sales from the Company's core operating subsidiaries coupled with a shift in focus have resulted in revenues totaling $6,097,866 for the period ended September 30, 2019 (2018 - $10,783,895), a decrease of $4,686,029. This decrease is primarily due to market fluctuations, no longer including sales from divested assets and the Company no longer completing bulk sales transactions. The Company is responding by reducing expenses and putting a focus on building brand and establishing a strong market focus and expects to see a recovery of sales in subsequent periods.

Gross profits totaling $1,480,859 for the period ended September 30, 2019 (2018 – $4,946,355) decreased by $3,465,496 due primarily to the decrease in the sale price of CBD and hemp-based products reflecting the increase in supply and commoditization of CBD. The Company has reacted to

the decline in margins by focusing on consumer products and is moving away from the sale of bulk raw product to maximize profit margins.

Pursuant to the Company realizing a decrease in revenues, the Company has responded by significantly reducing its expenses during the six months ended September 30, 2019 as compared to the six months ended September 30, 2018. Cost reduction strategies have resulted in the following expense reductions:

- Consulting fees decreased by $1,796,761 to $101,363 (2018 – $1,898,124). In the prior year, the Company spent significant funds pursuant to executing its management strategy for aggressive expansion and the use of Consultants to achieve these objectives. There were no such initiatives for the current period;
- Wages and salaries decreased by $1,646,191 to $1,664,272 (2018 - $3,310,463) pursuant to the significant decrease in spending and expansion;
- Investor relations decreased by $387,209 to $36,000 (2018 - $423,209) pursuant to the Company shifting its focus internally and conserving cash;
- General and administration decreased by $183,602 to $1,093,358 (2018 – $1,276,960) due to acquiring additional operations and the increased costs associated with significant growth;
- Travel and promotions decreased by $909,151 to $194,967 (2018 – $1,104,118) due to a reduction in global operations pursuant to the sale of BSPG, Kure and Azure;
- Management fees decreased by $647,049 to $182,850 (2018 - $829,899), pursuant to the Company shifting its focus towards cash conservation and reduction of management fee compensation;
- Advisory fees decreased by $210,000 to $nil (2018 - $210,000), primarily due to the Company not closing any significant transactions during the period; and
- Share based compensation decreased by $2,599,352 to $nil (2018 - $2,599,352), primarily due to the Company not issuing and shares or options during the period.

The Company experienced increases in the following expenses during the six months ended September 30, 2019 as compared to the six months ended September 30, 2018, as described below:

- Bad debts increased by $1,106,185 to $1,109,486 (2018 – $3,301) pursuant to uncertainty of collection with regards to vendor balances;

Isodiol operates as a business to business and retail company to generate sales of its products. The Company terminated all contracts and divested all business components that are not part of that model and represented significant dilution to the Company's shareholders. The Company anticipates being able to return to revenue levels previously experienced during the prior fiscal year and has already invested in significant marketing campaigns that is expected to result in increased market awareness and increased sales. The Company continues to seek strategic acquisitions and partnerships that will bring value to the Company's stakeholders and build on its current offerings.

The Company incurred a net comprehensive loss of $6,930,045 and $12,153,053 for the six months ended September 30, 2019 and 2018. The higher loss during the current period is primarily the result of non-cash currency fluctuations which resulted in translation adjustment loss of $863,843 (2018 – gain of $287,643).

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2019 AS COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2018

Please note that revenues and expenses from divested subsidiaries, Azure, Kure and BSPG have been included in a single line in the, *Net loss from discontinued operations* in the comparative period's condensed consolidated interim statement of loss and comprehensive loss.

Sales from the Company's core operating subsidiaries coupled with a shift in focus have resulted in revenues totaling $1,878,295 for the period ended September 30, 2019 (2018 - $4,604,861), a decrease of $2,726,566. This decrease is primarily due to market fluctuations, no longer including sales from divested assets and the Company no longer completing bulk sales transactions. The Company has responded by reducing expenses and putting a focus on building brand and establishing a strong market focus and expects to see a recovery of sales in subsequent periods.

Gross profits totaling $403,470 for the period ended September 30, 2019 (2018 – $2,259,008) decreased by $1,855,538 due primarily to the decrease in the sale price of CBD and hemp-based products reflecting the increase in supply and commoditization of CBD. The Company has reacted to the decline in margins by focusing on consumer products and is moving away from the sale of bulk raw product to maximize profit margins.

Pursuant to the Company realizing a decrease in revenues, the Company has responded by significantly reducing its expenses during the three months ended September 30, 2019 as compared to the three months ended September 30, 2018. Cost reduction strategies have resulted in the following expense reductions:

- Consulting fees decreased by $924,298 to $52,185 (2018 – $976,483). In the prior year, the Company spent significant funds pursuant to executing its management strategy for aggressive expansion and the use of Consultants to achieve these objectives. There were no such initiatives for the current period;
- Wages and salaries decreased by $591,210 to $848,034 (2018 – $1,871,219) pursuant to the significant decrease in spending and expansion;
- Investor relations decreased by $140,877 to $24,000 (2018 – $164,877) pursuant to the Company shifting its focus internally and conserving cash;
- Travel and promotions decreased by $653,181 to $37,490 (2018 – $690,671) due to a reduction in global operations pursuant to the sale of BSPG, Kure and Azure;
- Management fees decreased by $419,627 to $75,000 (2018 - $494,627), pursuant to the Company shifting its focus towards cash conservation and reduction of management fee compensation;
- Professional fees decreased by $817,572 to $89,198 (2018 – 953,627) due to the significant reduction in merger and acquisition activities and transactions;
- Share based compensation decreased by $2,599,352 to $nil (2018 - $2,599,352), primarily due to the Company not issuing and shares or options during the period.

The Company experienced increases in the following expenses during the three months ended September 30, 2019 as compared to the three months ended September 30, 2018, as described below:

- Bad debts increased by $577,486 to $577,486 (2018 – $21) pursuant to uncertainty of collection with regards to vendor balances.

The Company incurred a net comprehensive loss of $2,933,612 and $8,283,514 for the three months ended September 30, 2019 and 2018, respectively. The higher loss during the current period is primarily the result of non-cash currency fluctuations which resulted in translation adjustment loss of $307,498 (2018 – $332,606).

SUMMARY OF QUARTERLY RESULTS

The following sets out the selected quarterly financial data of the Company, for the eight most recently completed interim quarters:

	Quarter Ended September 30, 2019	Quarter Ended June 30, 2019	Quarter Ended March 31, 2019	Quarter Ended December 31, 2018
Total Revenue	$1,878,295	$4,219,571	$9,089,401	$7,144,628
Net Loss	$(3,241,110)	$(2,825,092)	$(90,596,209)	$(18,160,037)
Comprehensive loss	$(2,933,612)	$(3,996,433)	$(95,182,984)	$(17,664,873)
Basic and diluted net loss per share	$(0.06)	$(0.06)	$(2.33)	$(0.44)

	Quarter Ended September 30, 2018	Quarter Ended June 30, 2018	Quarter Ended Mar. 31, 2018	Quarter Ended December 31, 2017
Net Revenue	$4,604,861	$9,218,093	$5,438,620	$5,894,538
Net Loss	$(7,843,735)	$(3,824,576)	$(25,212,370)	$164,446
Comprehensive loss	$(8,283,514)	$(3,824,576)	$(25,212,370)	$164,446
Basic and diluted net loss per share	$(0.22)	$(0.12)	$(1.00)	$ (0.00)

As discussed above under the heading *Description of Business*, the Company has focused on business activities related to strategic acquisitions to increase its involvement in pharmaceutical grade pure, natural CBD and in the manufacturing and development of CBD consumer products. A shift in focus and competition in the market has led to the Company realizing a temporary decrease in revenues for the three months ending September 30, 2019. However, the Company has decreased spending considerably and has focused all efforts on marketing its brand and product line globally. Although management expects to see a recovery in sales and continued cost reductions, losses are expected to continue as it intends to build its business to business and retail channels, develop and bring to market new products and continue to evaluate potential strategic partnerships. Management will continue to rely on a mixture of equity and debt financing to advance sustain operations and grow the business to its full potential.

SEGMENTED REPORTING

The Company has two operating segments and generates external revenues from the sale of nutritional health products derived from hemp. The operating segments have been disclosed by geographical region as follows:

	Assets	Revenue	Profit/(Loss)
Canada	$ 7,464,245	$ -	$ (922,062)
United States	7,201,763	6,097,866	(5,144,140)
	$ 14,666,008	$ 6,097,866	$ (6,066,202)

The majority of the revenue is generated from Isodiol's US wholly owned subsidiary ISO International LLC through the distribution of the Company's diverse CBD and hemp-based product lines.

Although trade accounts receivable has grown over the prior year, management notes that aside from the allowance for doubtful accounts of $1,109,486 all amounts are considered collectible. Further, the Company has received subsequent payments for the sale of BSPG as per the schedule of payments and will receive another USD$2M before the end of December 31, 2019 and USD$2M by September 30, 2020. The Company notes that gross margins have declined from the prior year reflecting the increase in the supply availability of CBD being commoditized. In addition, the Company has moved away from manufacturing to focus more on retail sales and global distribution side. This is to maximize profit margins through increase in focus on consumer products and move away from raw ingredient supply with low margins. Further, the Company has been implementing strategic cost reduction tactics to align with current operating levels which has resulted in a decrease in operating expenses of $10,187,470 which will conserve cash heading into the remainder of fiscal 2020. The Company's focus continues to be to provide consumer product offerings and to look to acquisition targets and strategic partnerships that will align with the Company's current core business focus.

The company does not have any commitments or risks associated with long term sales contracts that may be impacted by price fluctuations.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of $303,326 as of September 30, 2019 and working capital of $1,809,559. Current liabilities consist primarily of $5,912,236 of accounts payable and accrued liabilities, $29,178 due to related parties, $169,813 of lease liabilities and $2,345,338 of deferred revenue.

Investing activities of the Company during the six months ended September 30, 2019, are summarized as follows:

- The Company received cash of $1,203,420 from investments; and
- The Company received $518,000 from loans.

Financing activities of the Company during the six months ended September 30, 2019 are summarized as follows:

- The Company repaid loans of $2,906,033;
- The Company paid $248,563 towards convertible debt interest; and
- The Company paid $184,713 towards its rental lease liabilities.

The Company generated $1,480,859 in gross profit from operations during the six months ended September 30, 2019. The Company believes that with new management directives and some investment into marketing and its existing product lines, it will be able to grow its revenues back to previous levels and strengthen its ability to support its own operations.

The Company has collected USD$9,750,000 from sale of BSPG which has been used to fund operations.

Operating Activities

During the six months ended September 30, 2019 and 2018, operating activities provided cash of $2,381,244 and used cash of $15,361,294, respectively. The use of cash for the six months ended September 30, 2019 was mainly attributable to the loss for the period, after deducting non-cash items, which totaled $1,485,328. Non-cash items included: $168,000 representing the amortization associated with long term accounts receivable; $184,815 of accretion expense on convertible debt, $178,396 of amortization over fixed assets and leasehold improvements; $14,901 of interest accrued on lease liability; $165,730 of amortization of the right-of use asset which is the capitalized asset related to rental

leases that meet the capitalization criteria under the newly adopted IFRS 16 *Leases*. Cash outflows resulting from key changes in non-cash working capital items include: Prepaid expense and deposit of $318,151, inventory of $189,825 and due to related parties of $656,625. These key cash outflows in non-cash working capital items were offset by accounts receivables collected of $7,149,017 and delay of accounts payable and accrued liabilities of $999,149.

Investing Activities

During the six months ended September 30, 2019, the Company received cash of $1,721,420 from collections of investments and loans described above.

Financing Activities

During the six months ended September 30, 2019, the Company repaid $3,339,309 in loans, convertible debt interest and amounts paid for its lease liability, described above.

CHANGES IN ACCOUNTING POLICIES

New standard adopted

The following new accounting policy was adopted during the six months ended September 30, 2019:

The Company adopted the requirements of IFRS 16 effective April 1, 2019. This new standard replaces IAS 17 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current accounting for finance leases, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is substantially changed.

On adoption, the Company transitioned to the new standard using the modified retrospective approach and:

a) Measured the lease liability based on the present value of the remaining lease payments discounted using the Company's incremental borrowing rate of at April 1, 2019;
b) Measured the right-of-use asset as if IFRS 16 had been applied since the commencement date, but discounted using the Company's incremental borrowing rate at April 1, 2019; and
c) Recording the cumulative difference to deficit.

The net impact on retained earnings on April 1, 2019 was a $nil.

The following is a reconciliation of total operating lease commitments at March 31, 2019, to the lease liabilities recognized at April 1, 2019:

Lease liabilities before discounting	$ 864,862
Discounted using incremental borrowing rate of 15%	(68,266)
Operating lease liability	796,596

The following is a reconciliation of lease liabilities to right of use lease asset at April 1, 2019:

Operating lease liability at April 1, 2019	$	796,596
Lease payments prior to April 1, 2019		-
Right of use lease asset as of April 1, 2019		796,596

For any new contracts entered into on or after January 1, 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

a) The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
b) The Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
c) The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

IFRIC 23 *Uncertainty over income tax treatments* clarifies the application of recognition and measurement requirement in IAS 12, Income Taxes, when there is uncertainty over income tax treatments. It specifically addresses whether an entity considers each tax treatment independently or collectively, the assumptions an entity makes about the examination of tax treatments by taxation authorities, how an entity determines taxable profit (tax loss), tax bases, unused tax credits and tax rates, and how an entity considers changes in facts and circumstances. IFRIC 23 is effective for the Company's current annual period retrospectively and the adoption did not have a significant impact on

the Company's condensed consolidated interim financial statements for the six months ended September 30, 2019.

OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements during the six months ended September 30, 2019 or September 30, 2018.

RELATED PARTY TRANSACTIONS

During the six months ended September 30, 2019, the Company entered into the following related party transactions:

- During the six months ended September 30, 2019, the Company paid $37,500 (2018 - $210,422) included in consulting fees to, Marcos Agramont the current CEO and Director of the Company for CEO and director services provided.
- During the six months ended September 30, 2019, the Company paid $75,000 (2018 - $25,000) included in consulting fees to, Eli Dusenbury the current CFO of the Company for CFO services provided.
- During the six months ended September 30, 2019, the Company paid $70,350 (2018 - $17,500) included in consulting fees to Patrick Ogle a Director of the Company based on Director services provided.

Included in accounts payable and accrued liabilities at September 30, 2019, are $12,500 due to the CFO of the Company (2018 - $12,500).

Financial Instruments and Risk Management

The classification of the financial instruments as well as their carrying values are shown in the table below:

		September 30, 2019	March 31, 2019
Financial Assets			
Cash	Fair Value through Profit and Loss	$ 303,326	$ 403,814
Trade receivables and promissory notes receivable	Amortized cost	5,070,717	12,711,819
Investments	Fair value through profit and loss	1,266,656	2,470,020
Loans receivables	Amortized cost	-	518,000
Long term receivables	Amortized cost	2,330,600	2,162,600
Total Financial Assets		$ 8,971,299	$ 18,266,253
Financial Liabilities			
Accounts payable and accrued liabilities	Amortized cost	$ 5,912,236	$ 5,536,494
Due to related parties	Amortized cost	29,178	685,625
Loans payable	Amortized cost	-	2,906,033
Lease liability (current and long term)	Amortized cost	626,784	-
Convertible debt	Amortized cost	5,126,212	5,189,960
Total Financial Liabilities		$ 11,694,410	$ 14,318,112

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

At September 30, 2019 and March 31, 2019, cash is measured using Level 1 inputs. At March 31, 2019, the Company's investments were measured at Level 1. At September 30, 2019, the Company held $732,080 in investments measured at Level 1 and $534,520 at Level 2. During the period ended September 30, 2019, there were no transfers between Level 1 and Level 2 fair value measurements and there were no transfers in and out of Level 3 fair value measurements.

The fair values of the Company's financial assets and liabilities approximate their carrying amounts. The carrying value of receivables and accounts payable, acquisitions payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. The carrying value of loans payable approximate their carrying value based on currently available borrowing rates for debt on similar terms, credit risk and maturities. The Fair value of convertible debt is measured using a discount factor of 15% which approximates the borrowing rate that the Company would get for debt without a conversion feature and warrants.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company had a cash balance of $303,326 to settle current liabilities of $8,456,565. The Company is currently investigating financing opportunities so that it has sufficient liquidity to meet liabilities when due.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the completion of other equity and debt financings. The Company has limited financial resources, is currently generating net losses from operations, and has no assurance that additional funding will be available to it for future development of its business. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and accounts receivable.

The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables primarily consist of GST receivable from the

Government of Canada, trade receivables due from merchant accounts, proceeds from the sale of BSPG and promissory notes receivable.

The Company's maximum exposure to credit risk related to certain financial instruments as identified below, approximate the carrying value of these assets on the Company's consolidated statements of financial position, with the exception of the long-term receivable which is carried at amortized cost:

	September 30, 2019	March 31, 2019
Cash	$ 303,326	$ 15,549,664
Receivables		
Trade receivables, net	2,254,198	1,039,937
Proceeds on sale of BSPG	2,132,834	-
Promissory note receivable	683,685	-
Subscriptions receivable	-	7,000
Long term receivable on sale of BSPG	2,330,600	-
	$ 7,704,643	$ 16,596,601

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk
The Company's financial assets exposed to interest rate risk consist of cash. The Company's policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company is satisfied with the credit ratings of its banks. As at September 30, 2019, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk
The Company's foreign exchange risk arises from transactions denominated in other currencies.

Use of Estimates and Judgements

The preparation of these consolidated financial requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Critical Accounting Judgments

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Business combinations

Judgment is used when determining whether an acquisition is a business combination or an asset acquisition. Judgment is also used in measuring the fair value of equity instruments issued as consideration for a business combination, and in allocating the fair value of consideration paid to the assets acquired and liabilities assumed.

Functional currency

Determination of an entity's functional currency involves judgment taking into account the transactions, events, and conditions relevant to the entity. Determination of functional currency involves evaluating evidence about the primary economic environment in which the entity operations and is re-evaluated when facts and circumstances indicate that conditions have changed.

Financial instruments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgements or assessments made by management.

Critical Accounting Estimates

Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for income taxes.

Inventory

The Company estimates the net realizable value of inventory taking into account the most reliable evidence available at each reporting date.

Estimated useful lives, impairment considerations and amortization of tangible and intangible assets

Amortization of tangible and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Goodwill impairment testing requires management to make critical estimates within the impairment testing model. On an annual basis, the Company tests whether goodwill is impaired.

Impairment of tangible and intangible assets with limited lives is affected by judgments about impairment indicates and estimates used to measure impairment losses where necessary.

The recoverable value of goodwill and tangible and intangible assets is determined using discounted cash flow models, which incorporate assumptions about future events including future cash flows, growth rates and discount rates.

Convertible notes

The identification of convertible note components is based on interpretations of the substance of the contractual arrangement and therefore requires judgement from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component. The determination of the fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount rates and the presence of any derivative financial instruments.

SUBSEQUENT EVENTS

There were no such events.

PROPOSED TRANSACTIONS

There are currently no proposed transactions not already disclosed elsewhere.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's authorized share capital consists of an unlimited number of common shares without par value. Taking into consideration the share consolidation of the Company's share capital on the basis of ten existing common shares for one new common share completed on July 24, 2018, the Company had 48,891,377 common shares issued and outstanding, with an additional 428,254 common shares held by a wholly owned subsidiary of the Company and 8,860,896 held for cancellation. As of November 29, 2019, the Company had 48,891,377 shares issued and outstanding.

Share Purchase Warrants

As of November 29, 2019, the Company had 7,703,355 (September 30, 2019 - 7,703,355) share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number	Price	Expiry Date
1,708,000	$20.00	December 21, 2019
87,224	$6.80	December 31, 2019
2,465,753	$10.00	May 25, 2021
826,000	$20.00	January 2, 2020
1,398,000	$2.75	November 30, 2020
1,218,378	$7.50	December 4, 2020
7,703,355		

Stock Options

As of November 29, 2019, the Company had 142,000 (September 30, 2019 - 142,000) share purchase options outstanding and exercisable entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Price	Expiry Date
142,000	$3.95	September 14, 2023
142,000		

RISK FACTORS

The following information is a summary only and the risks and uncertainties below are not the only ones related to the Company. There are additional risks and uncertainties that the Company does not presently know of or that the Company currently considers immaterial which may also impair the Company's business operations. If any of the following risks actually occur, the Company's business may be harmed, and its financial condition and results of operations may suffer significantly. In such circumstances, the price of the Company's common shares could decline, and investors may lose all or part of their investment.

Increasing revenues and generating profits will ensure the company is able to maintain a steady share price which will benefit current and future shareholders of the Company.

Key Personnel

The future success of the Company will depend on being able to retain key management and attract strong upper management to ensure proper execution of international expansion. The Company is confident the vision and operational plan will attract top end talent which will allow us to gain a competitive advantage over other companies in the industry.

Product Recalls

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

The Company has a limited operating history from which investors can evaluate its business however strong quarterly revenue and a profitable operation going forward will mitigate this risk.

International Operational Risks, Including Compliance and Foreign Exchange Risk

The Company expects to derive a significant portion of its revenues from sales outside of Canada, thus exposing its business to risks associated with foreign operations. For example, a foreign government could impose trade or foreign exchange restrictions or increased tariffs, or otherwise limit or restrict its ability to import products into a country, any of which could negatively impact the Company's operations. The Company is also exposed to risks associated with foreign currency fluctuations.

In addition, the Company may be subject to regulations and taxes under local, provincial, state and federal laws, including requirements regarding customs, duties, cross-border issues, occupational safety, laboratory practices, environmental protection and hazardous substance control, and may be subject to other present and future local and foreign regulations. Changes in government regulations could also have an adverse effect on the business and financial condition of the company.

Dependence on Penetration of Existing Markets

The success of the Company's business is to a large extent contingent on its ability to penetrate existing markets and to a similar extent to enter into new markets. The Company's ability to penetrate existing markets or to expand its business into additional countries, to the extent it believes that it has identified attractive geographic expansion opportunities in the future, is subject to numerous factors, many of which are out of its control.

In addition, government regulations in both its domestic and international markets can delay or prevent the introduction, or require the reformulation or withdrawal, of some of its products, which could negatively impact its business, financial condition and results of operations.

Competition

The Company continues to focus on innovation through product development which differentiates it from its competitors. The landscape of the market continues to be competitive, however the Company has been able to adjust its strategy to ensure it remains competitive. Management believes that with the subsequent events that are reported herein, the Company should be able to effectively compete in a market where the barrier to entry has been significantly raised through innovation and financial constraints.

Changing Consumer Preferences and Demands

The Company's business is subject to changing consumer trends and preferences. The Company's continued success depends in part on its ability to anticipate and respond to these changes, and it may not respond in a timely or commercially appropriate manner to such changes. Furthermore, the Company's industry is characterized by rapid and frequent changes in demand for products and new product introductions and enhancements. If the Company does not introduce new products or make enhancements to meet the changing needs of its customers in a timely manner, some of the Company's products could be rendered obsolete, which could negatively impact the Company's revenues, financial condition and operating results.

Reliance on Key Suppliers

The Company has secured multiple sources for its raw materials and is in the process of exploring the opportunity to vertically integrate to fully control its raw ingredient supply. To date, the company has not experienced any difficulty in obtaining adequate supplies or services from its key suppliers.

Information Technology Infrastructure

The Company's ability to provide products and services to its customers depends on the performance and availability of its core transactional systems. While the Company continues to invest in its information technology infrastructure, including the immersive Web collaboration technology, there can be no assurance that there will not be any significant interruptions to such systems or that the systems will be adequate to meet all of its future business needs. The Company may need to expend significant resources to protect against security breaches or to address problems caused by such breaches. Any actual security breaches could damage the Company's reputation and expose it to a risk of loss or litigation and possible liability under various laws and regulations. In addition, employee error or malfeasance or other errors in the storage, use or transmission of any such information could result in a disclosure to third parties. If this should occur, the Company could incur significant expenses addressing such problems.

Compliance with Laws and Governmental Regulations

In domestic and foreign markets, the formulation, manufacturing, packaging, labeling, distribution, importation, exportation, licensing, sale and storage of the Company's products may be affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. There can be no assurance that the Company is in compliance with all of these regulations. The failure to comply with these regulations or new regulations could disrupt the sale of the Company's

products or lead to the imposition of significant penalties or claims and could negatively impact the Company's business. In addition, the adoption of new regulations or changes in the interpretations of existing regulations may result in significant compliance costs or discontinuation of product sales and may negatively impact the marketing of the Company's products, resulting in significant loss of sales revenues.

The Worldwide Financial and Economic Environment

Various aspects of the current worldwide financial and economic environment could potentially impact on the Company's liquidity, its access to capital, its operations and its overall financial condition.

Technical Obsolescence and Product Development

The Company's industry is characterized by rapidly changing technology, shifting industry standards and frequent introduction of new products. The introduction of new products embodying new technologies and the emergence of new industry standards may render the Company's products obsolete or less marketable. The process of developing the Company's products is complex and requires continuing development efforts. The Company's failure to develop new technologies and products and the obsolescence of existing technologies could adversely affect its business and financial condition. Research and development in the industry in which the Company operates is highly speculative and involves a high degree of risk.

Liquidity Risk

Liquidity risk is defined as the potential to be unable to meet a demand for cash or meet financial obligations as they become due. This risk is managed by establishing cash forecasts, as well as operating and strategic plans. The Company's liquidity requires constant monitoring of expected cash inflows and outflows, which is achieved through forecasts which assess the adequacy of cash resources to meet financial obligations as they come due. Liquidity adequacy is assessed in view of growth requirements and capital expenditures. Liquidity risk is managed to maintain sufficient liquid financial resources to fund its operations and meet its commitments and obligations. There can be no assurance that the Company's forecasts will adequately predict its liquidity needs. However, due to subsequent events disclosed herein, liquidity risks will be mitigated due to acquisitions and product launches which are revenue and profit generating.

Risk Factors Related to the Company's Common Shares

High Risk and Speculative Nature of Investment

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has no history of earnings, relies on external funding to maintain cash reserves, a limited operating history, and is dependent on equity financing to fund planned operations. The Company has not paid dividends in the past, and the Company is unlikely to pay dividends in the immediate or near future. The Company's operations are not yet sufficiently established such that it can mitigate the risks associated with its planned activities. You may be at risk of losing any investment in the Company's common shares.

Volatility of Stock Price and Market Conditions

The market price of the Company's common shares has been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in the Company's results of operations, changes in financial estimates by securities analysts, general market conditions and other

factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the common shares, even if the Company is successful in maintaining revenues, cash flows or earnings. The purchase of the Company's common shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Securities of the Company should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company should not constitute a major portion of an investor's portfolio.

Risk factors involved with marketing and distribution of cannabis-based products in the U.S.

The concepts of "medical marijuana" and "recreational marijuana" do not exist under U.S. federal law. The Federal Controlled Substances Act classifies "marijuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in United States, and a lack of safety for the use of the drug under medical supervision. As such, marijuana-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of marijuana are illegal under U.S. federal law. Strict compliance with state laws with respect to marijuana will neither absolve the Company of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. While U.S. Department of Justice has instructed U.S. Attorneys that they need not expend resources with respect to entities selling marijuana pursuant to strict U.S. State licensing regimes, this directive can change, and U.S. Attorneys have discretion to interpret the Cole Memorandum as they see fit. Moreover, U.S. Attorneys have significant discretion with respect to the activities they seek to prosecute, regardless of any directive from the Department of Justice.

Proceeds of Crime Statutes

The Company will be subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada. In the event that any of the Company's license agreements, or any proceeds thereof, in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could be materially averse to the Company and, among other things, could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

Changes resulting from the change in U.S. Administrations may result in legislative and regulatory changes that could have an adverse effect on the Company.

As a result of the 2016 U.S. presidential election and the related change in political agenda, there continues to be uncertainty as to the position the United States will take with respect to world affairs and events. This uncertainty may include issues such as enforcement of the U.S. federal laws. Implementation by the U.S. of new legislative or regulatory regimes could impose additional costs on the Company, decrease U.S. demand for the Company's services or otherwise negatively impact the

Company, which may have a material adverse effect on the Company's business, financial condition and operations.

Restricted Access to Banking

In February 2014, the Financial Crimes Enforcement Network ("FinCEN") bureau of the U.S. Treasury Department issued guidance (which is not law) with respect to financial institutions providing banking services to cannabis business, including burdensome due diligence expectations and reporting requirements. This guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the Department of Justice, FinCEN or other federal regulators. Thus, most banks and other financial institutions in the United States do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance, which can be amended or revoked at any time by the Trump Administration. In addition to the foregoing, banks may refuse to process debit card payments and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, the Company may have limited or no access to banking or other financial services in the United States. In addition, federal money laundering statutes and Bank Secrecy Act regulations discourage financial institutions from working with any organization that sells a controlled substance, regardless of whether the state it resides in permits cannabis sales. The inability or limitation in the Company's ability to open or maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for the Company to operate and conduct its business as planned or to operate efficiently.

Unfavourable Publicity or Consumer Perception

Management of the Company believes the cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the cannabis and related products produced. Consumer perception of the Company's proposed products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of cannabis and related products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the cannabis and related products market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's proposed products and the business, results of operations, financial condition and cash flows of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's proposed products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis and related products in general, or the Company's proposed products specifically, or associating the consumption of cannabis and related products with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

History of Losses

The Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its

business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Insured and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of the Company is not generally available on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the cannabis and related products industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's shares.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

ADDITIONAL INFORMATION

The Company files annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at http://www.sedar.com.