FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Cannvas MedTech Inc.** (the "Issuer").

Trading Symbol: **MTEC**

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

General Instructions

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

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

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

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

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

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

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

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

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

See Note 7 to interim financial statements for three months ended March 31, 2019

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

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

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

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Jan. 18/19	Common shares	Debt settlement	2,083	$0.30	$625	Debt Elim	arm's length	N/A
Jan. 18/19	Common shares	Debt settlement	14,223	$0.30	$4,267	Debt Elim	arm's length	N/A
Jan. 18/19	Common shares	Debt settlement	8,333	$0.30	$2,500	Debt Elim	arm's length	N/A
Jan. 18/19	Common shares	Debt settlement	9,063	$0.30	$2,719	Debt Elim	arm's length	N/A
Jan. 18/19	Common shares	Debt settlement	8,334	$0.30	$2,500	Debt Elim	arm's length	N/A
Jan. 18/19	Common shares	Debt settlement	16,667	$0.30	$5,000	Debt Elim	non-arm's length(1)	N/A
Jan. 24/19	Common shares	Debt settlement	87,500	$0.30	$26,250	Debt Elim	non-arm's length(2)	N/A
Jan. 24/19	Common shares	Debt settlement	150,000	$0.30	$45,000	Debt Elim	arm's length	N/A
Jan. 24/19	Common shares	Debt settlement	250,000	$0.30	$75,000	Debt Elim	arm's length	N/A
Jan. 24/19	Common shares	Exercise of options	750,000	$0.28	$210,000	A/R	non-arm's length(3)	N/A
Jan. 24/19	Common shares	Exercise of options	750,000	$0.28	$210,000	A/R	non-arm's length(4)	N/A
Feb. 11/19	Common shares	Milestone Achievement	500,000	$0.30	$150,000	Service	non-arm's length(3)	N/A
Feb. 11/19	Common shares	Milestone Achievement	500,000	$0.30	$150,000	Service	non-arm's length(4)	N/A
Mar. 25/19	Common shares	Debt settlement	38,000	$0.265	$10,700	Service	arm's length	N/A
Mar. 27/19	Common shares	Exercise of options	750,000	$0.25	$187,500	Cash & A/R	arm's length	N/A
Total:			**5,360,000**		**$1,690,000**			

(1) Miroslav Beganovic is the CFO of the Issuer.
(2) Lindsay Hamelin is a director of the Issuer.
(3) FourOneSix Inc. is a company owned and operated by Steve Loutskou, COO and a director of the Issuer.
(4) Fusionworx Investment Group Inc. is a company owned and operated by Shawn Moniz, CEO and a director of the Issuer.

(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
Jan. 14/19	750,000	Fusionworx Investment Group	Related to CEO	$0.28	Jan. 14/24	$0.28
Jan. 14/19	750,000	FourOneSix	Related to COO	$0.28	Jan. 14/24	$0.28
Feb. 4/19	1,450,000	N/A	Consultant	$0.30	Feb. 4/21	$0.30
Feb. 6/19	50,000	N/A	Consultant	$0.30	Feb. 6/20	$0.30
Feb. 6/19	25,000	N/A	Consultant	$0.30	Feb. 6/20	$0.30
Feb. 6/19	62,500	N/A	Consultant	$0.30	Feb. 6/20	$0.30
Mar. 14/19	200,000	N/A	Consultant	$0.29	Mar. 14/20	$0.29
Mar. 27/19	500,000	Fusionworx Investment Group	Related to CEO	$0.275	Mar. 27/24	$0.275
Mar. 27/19	500,000	FourOneSix	Related to COO	$0.275	Mar. 27/24	$0.275
Total:	**4,287,500**					

3. Summary of securities as at the end of the reporting period. <u>See Schedule A</u>

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	NPV

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

Description	Number Issued & Outstanding	Amount
Common shares	49,258,664	$8,017,591

(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	12,000	$0.05	Oct. 20/20
Stock options	255,000	$0.25	Feb. 6/20
Stock options	50,000	$0.25	Feb. 13/20
Stock options	200,000	$0.25	Apr. 3/20
Stock options	372,500	$0.25	May 4/20
Stock options	10,000	$0.25	Jun. 6/20
Stock options	315,000	$0.34	Aug. 15/20
Stock options	630,000	$0.37	Nov. 6/19
Stock options	150,000	$0.275	Dec. 18/19
Stock options	1,450,000	$0.30	Feb. 4/21
Stock options	137,500	$0.30	Feb. 6/20
Stock options	200,000	$0.29	Mar. 14/20

Description	Number Outstanding	Exercise Price	Expiry Date
Stock options	1,000,000	$0.275	Mar. 27/24
Total Options:	**4,782,000**		
Warrants	4,261,480	$0.50	May 4/20
Total Warrants:	**4,261,480**		
Total Options and Warrants:	**9,043,480**		

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

Description	Number Held in Escrow	Number Released During the Period
Common shares	Nil	Nil

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	Positions Held	Since
Shawn Moniz	CEO and Director	June 9, 2017
Steve Loutskou	COO and Director	June 9, 2017
Miroslav Beganovic	CFO and Director	March 30, 2018
Marco Contardi	Director	April 4, 2018
Lindsay Hamelin	Director	April 4, 2018

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Certificate of Compliance

The undersigned hereby certifies that:

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

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

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

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

Dated May 30, 2019.

Shawn Moniz
Name of Director or Senior Officer

"Shawn Moniz"
Signature

CEO
Official Capacity

Issuer Details Name of Issuer Cannvas MedTech Inc.	For Quarter Ended March 31, 2019	Date of Report YY/MM/D 2019/05/30
Issuer Address 804-750 West Pender Street		
City/Province/Postal Code Vancouver, BC V6C 2T7	Issuer Fax No. 800.489.0116	Issuer Telephone No. 800.489.0116
Contact Name Shawn Moniz	Contact Position CEO	Contact Telephone No. As above
Contact Email Address info@cannvasmedtech.com	Web Site Address www.cannvasmedtech.com	

CANNVAS MEDTECH INC.

Interim Condensed Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited - Expressed in Canadian Dollars)

Notice to Readers

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

The accompanying unaudited condensed interim consolidated financial statements of Cannvas Medtech Inc. for the three months ended March 31, 2019 have been prepared in accordance with International Accounting Standard 34 for Interim Financial Reporting under International Financial Reporting Standards. These condensed interim consolidated financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The Company's independent auditors have not performed an audit or review of these condensed interim consolidated financial statements.

Cannvas Medtech Inc.
Interim Condensed Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note	March 31, 2019	December 31, 2018
			(audited)
ASSETS			
Current assets			
Cash		$ 357,054	$ 217,505
Other receivable		1,350	20,758
Prepaids	7	48,766	74,386
HST recoverable		311,168	271,745
		718,338	584,394
Equipment	4	67,783	73,381
TOTAL ASSETS		**$ 786,121**	**$ 657,775**
LIABILITIES			
Current liabilities			
Accounts payable	7	$ 31,445	$ 56,515
Accrued liabilities	7	14,000	180,496
Deferred revenue		-	9,375
TOTAL CURRENT LIABILITIES		**45,445**	**246,386**
SHAREHOLDERS' EQUITY			
Share capital	6	8,017,591	6,505,299
Share subscriptions receivable	6, 7	(700,704)	(744,475)
Share-based payment reserve	6	724,801	321,376
Deficit		(7,301,012)	(5,670,811)
TOTAL SHAREHOLDERS' EQUITY		**740,676**	**411,389**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 786,121**	**$ 657,775**

Nature and continuance of operations (Note 1)
Commitments (Note 9)
Subsequent events (Note 10)

Cannvas Medtech Inc.
Interim Condensed Consolidated Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three months ended	
	Note	March 31, 2019	March 31, 2018
Service Revenue		$ 9,500	$ -
		9.500	-
Expenses			
Accounting and legal		26,083	5,610
Advertising and marketing		66,951	111,082
Amortization		5,828	4,330
Compliance and regulatory		26,730	1,681
Consulting	7	89,598	41,030
Hosting, licenses and subscriptions		6,580	2,308
Investor relations		29,852	2,000
Office and sundry	9	20,906	28,116
Platform development		151,378	58,949
Share based compensation	6, 7	1,144,357	4,527
Travel and business development	7	71,438	119,180
		(1,639,701)	(378,813)
Comprehensive loss for the year		**$ (1,630,201)**	**$ (378,813)**
Net loss per share – basic and diluted		**$ (0.03)**	**$ (0.01)**
Weighted average number of shares outstanding		**47,341,563**	**33,462,700**

Cannvas Medtech Inc.
Interim Condensed Consolidated Statement of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Share capital					
	Number of shares	Amount	Share-based payment reserve	Share subscriptions receivable	Deficit	Total
Balance at December 31, 2017	**33,456,700**	**$ 2,113,869**	**$ 2,627**	**$ -**	**$ (933,056)**	**$ 1,183,440**
Issuance of common shares upon exercise of options	12,000	600	-	-	-	600
Net and comprehensive loss	-	-	-	-	(378,813)	(378,813)
Balance at March 31, 2018	**33,468,700**	**2,114,469**	**2,627**	**-**	**(1,311,869)**	**805,227**
Balance at December 31, 2018	**45,424,461**	**$ 6,505,299**	**$ 321,376**	**$ (744,475)**	**$ (5,670,811)**	**$ 411,389**
Issuance of common shares upon exercise of options	2,250,000	1,030,167	(422,668)	43,771	-	651,270
Issuance of common shares for debt	584,203	173,931	-	-	-	173,931
Issuance of common shares upon milestone achievement	1,000,000	300,000	-	-	-	300,000
Share based compensation	-	-	834,288	-	-	834,288
Stock options expired	-	8,194	(8,194)	-	-	-
Net and comprehensive loss	-	-	-	-	(1,630,201)	(1,630,201)
Balance at March 31, 2019	**49,258,664**	**$ 8,017,591**	**$ 724,802**	**$ (700,704)**	**$ (7,301,012)**	**$ 740,676**

Cannvas Medtech Inc.
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Three months ended March 31, 2019	March 31, 2018
Operating activities		
Net loss for the period	$ (1,630,201)	$ (378,813)
Adjustments for:		
Depreciation and amortization	5,828	4,330
Changes in non-cash working capital items:		
Other receivable	19,408	2,394
Prepaids	25,620	(48,912)
HST recoverable	(39,423)	-
Accounts payable	(25,070)	48,848
Accrued liabilities	(166,496)	-
Deferred lease recovery	-	(3,060)
Deferred revenue	(9,375)	11,865
Net cash flows (used in) provided by operating activities	(1,819,709)	(363,348)
Investing activities		
Purchase of equipment	(230)	(8,031)
Net cash flows used in investing activities	(230)	(8,031)
Financing activities		
Issuance of common shares, net of costs	1,959,488	600
Net cash flows used in financing activities	1,959,488	600
Change in cash	139,549	(370,779)
Cash, beginning	217,505	1,229,903
Cash, ending	**$ 357,054**	**$ 859,124**
Non-cash transactions:		
Subscriptions receivable on exercise of stock options	$ 520,000	$ -
Accounts payables net-off by subscriptions receivable	402,484	-
Value transferred from reserves on exercise of stock options	422,668	-
Common shares issued for accounts payable	$ 173,931	$ -

1. NATURE AND CONTINUANCE OF OPERATIONS

Cannvas MedTech Inc. (the "Company") was incorporated pursuant to the Canada Business Corporations Act on November 24, 2014. On June 23, 2017, the Company continued from the federal jurisdiction to the jurisdiction of British Columbia. The Company's corporate office is located at Suite 804, 750 Pender Street, Vancouver, British Columbia V6C 2T7.

On May 12, 2015, AgraFlora Organics International Inc. (formerly PUF Ventures Inc.) ("Agra"), a company listed on the Canadian Securities Exchange, acquired 100% of the Company's issued shares. At December 31, 2017, Agra owned 21% of the Company's issued shares. On January 16, 2018, Agra distributed its investment in the Company to its shareholders. The Company became a reporting issuer in British Columbia on July 3, 2018.

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred a net loss for the period ended March 31, 2019 of $1,630,201, and had a deficit of $7,301,012 as at that date. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. Further discussion of liquidity risk has been disclosed in Note 8. The Company relies upon the issuance of securities for financing of its operations. The Company intends to continue relying upon the issuance of securities to finance its operations to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments would be required to the carrying value of assets and liabilities and the statement of financial position classifications used. These interim condensed consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

The Company's corporate office is located at Suite 804, 750 Pender Street, Vancouver, British Columbia V6C 2T7.

2. BASIS OF PREPARATION

Basis of preparation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS34") using accounting policies consistent with International Financial Reporting Standards ("IFRS").

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The condensed interim consolidated financial statements of the Company for period ended March 31, 2019 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 30, 2019.

2. BASIS OF PREPARATION (continued)

Basis of consolidation

A subsidiary is an entity the Company controls when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. These condensed interim consolidated financial statements include the accounts of the Company and its Canadian wholly-owned subsidiaries, 1313 Wear Ltd., incorporated in British Columbia, Canada, Cannvas Creative Inc., incorporated in British Columbia, Canada, Cannvas Data Inc., incorporated in British Columbia, Canada and Cannvas Cannabis Acquisitions Corp., incorporated in British Columbia, Canada. Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

Presentation and functional currency

The functional currency of the parent company, is the Canadian dollar, which is also the presentation currency of the consolidated financial statements. The functional currency of the Company's Canadian subsidiary is also the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Significant accounting judgments and estimates

The preparation of these consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. The preparation of these consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year: impairment of non-financial asset and share-based compensation.

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation an application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the annual financial statements.

Significant judgement is required in the determination of whether the Company will continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Changes in accounting policies – IFRS 9

The Company adopted all of the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

<u>Classification</u>
The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018.

The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

	Original classification IAS 39	**New classification IFRS 9**
Cash	FVTPL	FVTPL
Accounts receivables	amortized cost	amortized cost
Accounts payable	amortized cost	amortized cost

The Company did not restate prior periods as there was no impact at the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

<u>Measurement</u>
Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of comprehensive loss the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in the statement of comprehensive.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition
Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of comprehensive income (loss). However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of comprehensive loss.

Cash

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Equipment

Equipment is stated at historical cost less accumulated amortization and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Equipment (continued)

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the statement of comprehensive loss.

Amortization is calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The amortization rates applicable to each category of property, plant and equipment are as follows:

Class of property, plant and equipment	Amortization rate
Computer equipment	33%
Furniture and fixtures	20%
Leasehold improvements	Term of lease

Impairment

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in comprehensive loss for the year.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized in comprehensive loss for the year.

Share capital

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

Where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received or given up is not readily determinable, the fair market value of the shares is used to record the transaction. The fair market value of the shares is based on the trading price of those shares on the appropriate stock exchange on the date of the agreement to issue or receive shares.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue

IFRS 15 Revenue from Contracts with Customers

The Company adopted all of the requirements of IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as of January 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The change did not impact the cumulated revenue recognized or the related assets and liabilities on the transition date.

The following is the Company's new accounting policy for revenue from contracts with customers under IFRS 15:

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Sales revenue is recognized when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involved with the goods, and the amount of revenue can be measured reliably. The transfer of risks and rewards occurs when the product is received by the customer.

Revenue from services is recognized when the services are rendered, using the percentage of completion method based on the actual service provided as a proportion of the total services to be performed.

Share-based payment transactions

The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Where the share options are awarded to employees, the fair value is measured at grant date, and each tranche is recognized on the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Where share options are granted to non-employees, fair value is measured at grant date at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

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

Income taxes

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

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

Deferred tax is provided using the liability method, providing for unused tax loss carry forwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; and differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is more likely than not that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic and diluted earnings (loss) per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the income attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

New accounting standards and interpretations not yet adopted

The following new standard has been issued but not yet applied:

IFRS 16 – Leases. IFRS 16 Leases will replace IAS 17 Leases

This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019. This standard will affect the way in which the Company accounts for its operating leases and will increase the related disclosures.

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's financial statements.

(Unaudited - Expressed in Canadian Dollars)

4. EQUIPMENT

	Computer equipment	Furniture and fixtures	Leasehold improvements	Total
Cost:				
Balance, December 31, 2018	$ 26,493	$ 23,014	$ 47,355	$ 96,862
Additions	230	-	-	230
Balance, March 31, 2019	$ 26,723	$ 23,014	$ 47,355	$ 97,092
Amortization:				
Balance, December 31, 2018	$ 8,737	$ 4,961	$ 9,783	$ 23,481
Charge for the period	2,227	1,151	2,450	5,828
Balance, March 31, 2019	$ 10,964	$ 6,112	$ 12,233	$ 29,309
Net book value:				
Balance, December 31, 2018	$ 17,756	$ 18,053	$ 37,572	$ 73,381
Balance, March 31, 2019	$ 15,759	$ 16,902	$ 35,122	$ 67,783

6. SHARE CAPITAL

a) Common shares

Authorized:

Unlimited number of common shares without par value.

Issued:

As at March 31, 2019 the Company has 49,258,664 shares issued and outstanding (2018 – 33,468,700).

On January 18, 2019, the Company issued 1,500,000 common shares to directors and officers of the Company on exercise of stock options for proceeds of $420,000.

On January 18, 2019, the Company issued 58,703 common shares with a fair value of $17,611 for settlement of $17,611 of accounts payable to consultants.

On January 21, 2019, the Company issued 1,000,000 common shares to directors and officers of the Company for milestone achievements attained during the period.

On January 24, 2019, the Company issued 487,500 common shares with a fair value of $146,250 for settlement of $146,250 of accounts payable to directors and consultants.

On March 26, 2019, the Company issued 38,000 common shares to a consultant of the Company with a fair value of $10,070 as settlement for services rendered

On March 27, 2019, the Company issued 750,000 stock options to a consultant of the Company on exercise of stock options for proceeds of $187,500.

(Unaudited - Expressed in Canadian Dollars)

6. SHARE CAPITAL (continued)

b) Warrants

As at December 31, 2018, the Company had outstanding warrants as follows:

Expiry date		Exercise price	Remaining life (years)	Warrants outstanding
May 4, 2020	$	0.50	1.34	4,261,480

c) Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares.

The Company issued 4,287,500 in stock options during the first three months ended March 31, 2019 (2087 – 2,692,500). A total of 4,782,000 in stock options remain outstanding at March 31, 2019 (2018 – 2,734,500).

On January 14, 2019, the Company granted 1,500,000 stock options to directors and officers of the company, exercisable at $0.28 for a period of five years. These options vest immediately on the date of grant.

On February 4, 2019, the Company granted 1,450,000 stock options to a consultant of the Company, exercisable at $0.30 for a period of five years. 18% of the options vest on date of grant, with 12% of the options vesting ever quarter thereafter with the final quarter vesting the remaining 10%.

On February 6, 2019, the Company granted 62,500 stock options to consultants of the Company, exercisable at $0.30 for a period of one year. 40% fo the options vest on date of grant, with 20% of the options vesting every quarter thereafter.

On March 14, 2019, the Company granted 200,000 stock options to a consultant of the Company, exercisable at $0.29 for a period of one year. These options vest immediately on the date of grant.

On March 27, 2019, the Company granted 1,000,000 stock options to directors and officers of the company, exercisable at $0.275 for a period of five years. These options vest immediately on the date of grant.

d) Share-based payment reserve

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

(Unaudited - Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS

Included in subscriptions receivable is $538,204 (2018 - $681,975) due from directors and officers of the Company. Included in accounts payable is $Nil (2018 - $28,250) due to directors and officers of the Company. Included in prepaids is $Nil (2018 - $103,819) prepaid to a company controlled by a related party. Amounts due to and due from related parties are unsecured, non-interest bearing and due on demand.

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

	Three months ended	
	March 31, 2019	March 31, 2018
Consulting fees	$ 89,598	$ 41,030
Travel and business development	21,000	-
	$ 110,598	$ 84,750

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial instruments

The carrying values of cash, other receivable, accounts payable and amounts due to Agra approximate their carrying values due to the immediate or short-term nature of these instruments.

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

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

The Company's cash is measured using level 1 inputs.

Financial risk management

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

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

(Unaudited - Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at December 31, 2018 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs. The Company may need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof. Liquidity risk is assessed as high.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consist of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

9. COMMITMENTS

On November 1, 2017, the Company entered into a three year office lease agreement. Future payments required under this operating lease are as follows:

2019	35,656
2020	40,810
	$ 76,466

During the period ended March 31, 2019, the Company recognized an expense of $11,806 (2018 - $8,547) resulting from lease payments incurred.

10. SUBSEQUENT EVENTS

On May 13, 2019, the Company proposed to carry out a non-brokered private placement of up to 2,830,189 shares to purchasers at a price of $0.265 per share, for aggregate gross proceeds of up to $750,000.

CANNVAS MEDTECH INC.

Management's Discussion and Analysis

For the Three Months Ended March 31, 2019

(Unaudited – prepared by Management)

(Expressed in Canadian Dollars)

CANNVAS MEDTECH INC.

MANAGEMENT DISCUSSION AND ANALYSIS

THREE MONTHS ENDED MARCH 31, 2019

INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") of the operating results and financial condition of Cannvas MedTech Inc. (the "**Company**") for the three months ended March 31, 2019 should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company.

Management of the Company is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, are complete and reliable. The Company's board of directors (the "**Board**") follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Company's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating and internal control matters. The read is encouraged to review the Company's statutory filing on www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions or results "will", "may", "could", or "should" occur or be achieved. The forward-looking statements may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainty of estimates in capital and operating costs, recovery rates, production estimates and economic return; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; uncertainty regarding the legalization of Marijuana for Medical Purposes Regulations license from Health Canada; uncertainty regarding changes in laws, regulations and guidelines issued by Health Canada; and uncertainty as to timely availability of licenses, permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policy that all forward-looking statements are based on the Company's beliefs and assumptions, which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as at March 31, 2019 and are subject to change after this dated and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is a significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties, and other factors such as those described above. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company's head office in Vancouver.

DESCRIPTION OF BUSINESS

The Company was incorporated on November 24, 2014 pursuant to the Canada Business Corporations Act on June 23, 2017. On September 11, 2017, the name of the Company was changed from Vapetronix Holdings Inc. to Weed Points Loyalty Inc. and on December 13, 2017, the name of the Company was changed to Cannvas Medtech Inc. On January 18, 2018, the Company completed a statutory arrangement under a plan of arrangement (the "**Arrangement**") with AgraFlora Organics International Inc. ("**Agra**"). The registered and records office of the Company is located at 804-750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7.

As a result of completing the Arrangement, the Company became a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Completion of the Arrangement, as set forth in the arrangement agreement and plan of arrangement dated September 7, 2017, as amended on October 11, 2017 (the "**Arrangement Agreement**"), between Agra and then Vapetronix Holdings Inc. (formerly, Weed Points Loyalty Inc., now Cannvas Medtech Inc.), was approved by the shareholders of Agra on November 24, 2017 and by a Final Order granted by the Supreme Court of British Columbia on November 30, 2017 in accordance with Part 9 of the Business Corporations Act (British Columbia).

The Company is a business technology company within the health sciences sector and is currently developing a patient-centric data-enabled learning platform for the cannabis space. The Company's platform service aims to empower its partners to scale and succeed as global industry leaders.

Business Mission: To encapsulate a highly personalized data communications platform in a global scalable solution, enabling clients to deploy turnkey sales and marketing tactics across brands and markets with maximal speed and cost-effectiveness.

Audience Mission: To empower patients by placing their needs in the driver's seat of their health care treatment, education and end-to-end journey of a healthy and responsible lifestyle through their use of cannabis.

The Company's core platform is pioneering to be the largest online repository of medical cannabis related information globally by leveraging enterprise technology to create an AI-enabled learning platform that will allow medical practitioners, licensed producers, patients and consumers to interact and define the future face of cannabis education. To become that disruptor, the Company harnesses the power of data to design and build cannabis customer-centric initiatives in the medical technology ("**medtech**") sector that puts the end user in the driver's seat.

The Company endeavors to serve as the first loyalty program that targets the emerging cannabis markets penetrating both the B2B and B2C marketplaces. By leveraging the use of technology and expertise of its management team to create a service offering that will allow producers, patients and consumers to interact and define the future face of cannabis commerce globally.

As part of its proprietary service offering, the Company's executive team has been cultivating experts in the field of health sciences, pharmacovigilance, consumer analysis and purchase behaviour, omni-channel consumer-centric marketing, distribution and inventory supply chain management, technical platform architecture, and other subject matter experts that bring decades of experience in their craft to ensure the Company is positioned as a top contender in the loyalty space with its service offerings. Each field expert has been asked to join the team because of their unique lens on how to curate the orchestration of their craft to elevate the status quo of current day industry. Each field expert works in tandem with one another to amplify their integrated effects upon one another to clearly articulate the consumer centric value offering in the Company's platform. The Company is a service with the needs and wants of patients first and a company that brings the business enablement of such a service to the fingertips of the industry.

On July 4, 2018, the Company announced that it has engaged Michael Bluestein of CC Corporate Counsel Professional Corporation to support and enhance the Issuer's strategic partnership efforts, corporate governance directives and general legal requirements.

On July 5, 2018, the Company announced that it has received significant support and assistance through a partnership with Tech West Canada, a leading western Canadian organization that provide international opportunities for Canadian startups. Funded by Western Economic Diversification and in collaboration with the provincial governments of Alberta, British Columbia, Manitoba and the Saskatchewan, the mission of Tech West Canada is to make a global impact by providing tactical and practical support to Canadian tech companies, like the Issuer, to key international events, such as Web Summit, CES and Mobile World Congress.

Over the past 14 months, the Company was part of important delegations from Canada that were showcased by Tech West at three international trade events: Web Summit in Lisbon, Portugal, CES in Los Angeles, California, Mobile World Congress in Barcelona, Spain. On an annual basis Tech West promotes a team of innovative tech companies making a global impact at conferences around the world under a unified Canada brand.

On July 6 and 9, 2018, the Company announced that its first cannabis-centric service offering to the public will be Cannvas.me. An innovative approach at placing cannabis education at the forefront of this service offering, Cannvas.me is a scalable and comprehensive solution for the global cannabis community offering interactive tools and physician backed content to all audiences who wish to learn about healthcare through cannabis. Representing the voice of its audience's needs, the Company intends to work with the global academic, government, and policy making communities to help inform educators on the future face of consumers needs and wants within the cannabis space. The platform was officially launched on October 1, 2018.

The free to use platform utilizes machine learning algorithms and artificial intelligence (AI) to contextualize and adapt to users of the platform, ensuring that the content they are served will be geographically and personally relevant to them. Furthermore, the contextual AI-supported service ensures that each customer's journey is built upon their last interaction, giving individuals a uniquely progressive experience. The site will feature innovative tools such as educational learning modules in its Cannvas University, an interactive Cannvas Strain Matcher service that educates audiences with specific ailments, and Cannvas Culinary, for those wishing to learn about the culinary approach to treatments

On July 10, 2018, the Company announced the introduction of three additional standalone business divisions which will operate separately within the Issuers group of companies and provide support to the recently introduced innovative Cannvas.me platform, an unbiased educational resource for the cannabis sector.

Cannvas Creative Inc.

Cannvas Creative is a results-driven, full-service design and marketing agency that delivers on three core business drivers: strategy, design, and technology. Every project begins with a blank canvas, and Cannvas Creative delivers expertise and creativity to create masterpieces that speak to our clients' uniqueness and flair for beautifully designed solutions.

Made up of like-minded individuals that love to collaborate, innovate and venture outside the lines, Cannvas Creative is a trusted partner for brands with the need for strategy driven, results-oriented design and marketing solutions. For more information visit: www.cannvascreative.com.

Cannvas Data Inc.

Pioneering to be the census data of the Cannabis industry, Cannvas Data couples machine learning algorithms with scientific and medical research data to provide meaningful insights to the global cannabis community. Operating as part of the Cannvas.me platform, Cannvas Data analyzes a multitude of data points.

Our platform is LP/REC agnostic which means we are not biased by the personal drivers of any one company or institution, and it is continuously evolving adapting to the Issuer's users and recognizing learning from trends. For more information visit: www.cannvasdata.com.

Cannvas Connect Inc.

An enterprise secure data bridge, ensuring the utmost security and privacy for the flow of sensitive data. As the world is starting to understand the many benefits of medical cannabis, more and more people are joining the conversation. Cannvas Connect facilitates the connection and conversation is a safe and secure environment with people from the four corners of the world.

On July 16, 2018, the Company announced that it has entered into a letter of intent (the "**LOI**") with Natures Hemp Corp. ("**Natures Hemp**"), a biotechnology and consumer products company focused on unlocking the true value of the hemp for both B2B and B2C markets. The parties will negotiate, in good faith, a data analytics agreement, for which the Company will provide industry insight and analytical modelling capabilities to Natures Hemp business models and Key Performance Indicators (KPIs).

Under the terms of the LOI, the Company will develop specific parameters within its existing Cannvas Data framework to collect data and analytics from Natures Hemp and their strategic partnerships, and Natures Hemp gains access to a broad data set as they press forward in the hemp sector and become a stand-alone public company. The LOI will allow Natures Hemp to bring the right products to market, at the right time, to the right individuals that will maximize Natures Hemp customer conversion funnel.

The LOI comes after a wide-ranging agriculture and food policy legislation known as the Farm Bill, passed in the U.S. Senate by a vote of 86 - 11 on June 28, 2018. The Bill contains provisions to legalize the cultivation, processing and sale of industrial hemp. In April, Senate Majority Leader Mitch McConnell (R-KY) introduced standalone legislation to legalize hemp and make hemp plants eligible for crop insurance, the Hemp Farming Act, which were included in the larger Farm Bill. If and when receiving final approval, the non-psychoactive form of cannabis would finally become legal to grow in the United States after a long absence.

On August 8, 2018, the Company announced the completion of its Machine Learning integration milestone within the CANNVAS.ME platform. The platform officially launched October 1, 2018.

As customers engage with the online Cannvas.me platform and interactions continue to increase, our Machine Learning technology is also learning from each interaction. Utilizing this proprietary form of artificial intelligence, the education platform is able to learn from user's interactions and engagement behaviour in a continuous fashion. The intelligent use of this data allows for a highly relevant and immersive user experience that is based on each individual's unique set of behavioural data. This allows Cannvas.me to serve personalized content and educational materials from its Cannvas Academy that are tailored to the individuals' cannabis journey of education.

On August 20, 2018, the Company announced that it has entered into a letter of intent (the "LOI") with CanvasRx, a wholly owned subsidiary of Aurora Cannabis Inc. operating 29 clinics across Canada, to negotiate, in good faith, a patient aggregation agreement after an exploratory period of up to six months during which the Issuer and CanvasRx agree to mutually create data models through the Cannvas.me platform suited for CanvasRx's B2B and B2C businesses.

With strong partnerships, a network of clinics, and access to, and information on hundreds of strains of medical cannabis from the top Licensed Producers in Canada, CanvasRx has developed a powerhouse of education and information for the cannabis industry. People use CanvasRx to learn about medical cannabis, find knowledgeable doctors, select strains and track their outcomes with Patient Reporting tools developed by physicians.

During the exploratory period, the Company will develop specific parameters within its existing Cannvas Data framework to collect data and analytics from CanvasRx and their strategic partnerships, and provide CanvasRx with access to the Cannvas.me dataset. CanvasRx will benefit from using Cannvas.me proprietary databases and algorithms to gain insights to their existing and future membership base. The two companies will work together to enhance user experiences across each respective online platform and explore ways to improve the overall education of visitors in a nonbiased and independent method, including positioning the Cannvas.me educational platform within the CanvasRx chain of medical cannabis clinics.

On September 27, 2018, the Company announced the formation of Cannvas Cannabis Acquisitions Corp., a wholly-owned subsidiary with a focus on investment and acquisition in the expanding global cannabis sector.

Cannvas Cannabis Acquisitions seeks to complement Cannvas' current product offering through continuous development, strategic investments and acquisitions in the cannabis sector. Related companies may include, but are not limited to:

- Technology
- Marketing and design
- Packaging
- Food and nutraceuticals
- Regulation and enforcement
- New product development
- Cultivation related equipment
- Gear and paraphernalia
- Retail stores & dispensaries
- Testing labs

Cannabis research sources calculate legal pot sales in North America climbed approximately 33% in 2017 to almost $10 billion, and project annual sales will grow to $25 billion by 2021. In a 2017 study, Deloitte estimates the size of the ancillary cannabis market to be approximately 2.5 times the size of the actual cannabis cultivation market.

On October 9, 2018, the Company announced that it has launched Cannvas.Me, its first cannabis-centric service offering to the public, at http://Cannvas.Me. Cannvas.Me is an unbiased educational resource for medicinal and adult-use cannabis users. It is a comprehensive solution for the global cannabis community offering innovative tools and physician-backed content to all audiences wishing to learn about health care through cannabis.

On October 10, 2018, the Company entered into a letter of intent with Loop Media Group, to negotiate, in good faith, an agreement whereby the two companies will share data and insights to improve customer experiences on each respective platform and Cannvas will become the exclusive provider of cannabis information and education to Loop Media's Hi-Jane mobile marketing platform and on December 20, 2018, the Company announced that it has signed a definitive agreement with Loop Media Group.

On October 16, 2018, the Company announced that it intends, operating under its newly-formed Cannvas Cannabis Acquisitions brand, to create a network of high-tech learning and fulfillment centres across Canada, improving accessibility to free and unbiased education about the potential benefits of medical and adult-use cannabis while providing curious consumers with on-site retail options from leading cannabis brands. Operating under the brand Cannvas Marché, each location will feature on-site medical and educational staff, digital learning resources and a fulfillment program.

On November 6, 2018, the Company announced that it entered into an agreement with MOOD™, a premium-focused cannabis storage brand, to join Cannvas Marché, a network of high-tech learning and fulfillment centres across Canada. The revenue sharing agreement calls for the MOODTM product line to be integrated into the Cannvas Kiosk platform and featured in Cannvas Marché locations on digital marketing screens with fulfillment opportunities.

On November 13, 2018, the Company announced that it has entered into a letter of intent with Medical Marihuana Patient Relief Inc. **("MMPatient Relief")**, a private late-stage Access to Cannabis for Medical Purposes Regulations ("**ACMPR**") license applicant, to negotiate, in good faith, a joint marketing agreement whereby the two companies will work together to market and promote cannabis education, Cannvas will become the exclusive provider of cannabis information and education to the MM Patient Relief website and the MM Patient Relief product line will be integrated into the Cannvas Kiosk platform and featured in Cannvas Marché locations on digital marketing screens with fulfillment opportunities.

MM Patient Relief lnc. will be using proprietary technology to increase the crop yield and quality of cannabis produced in a newly renovated stand-alone 10,000 sq.ft. building in Tecumseh, Ontario. It is planning to market to sophisticated customers seeking superior strains and alternatives to long-term pharmaceutical pain relief. MM Patient Relief is a l00% private and locally-owned business.

MM Patient Relief products will be featured in Cannvas Kiosks, a network of digital cannabis education kiosks powered by the Cannvas.Me platform and installed in high-traffic medical and retail areas. Products will also be placed in Cannvas Marché locations, a brick-and-mortar education hub with digital learning resources, on-site medical and educational staff and a fulfillment program. Each Marché also offers hands-on education sessions on a variety of cannabis-related topics with no pressure to purchase or consume.

On November 22, 2018, the Company announced that it has formed a charitable partnership with Sistema Toronto, a social development program providing musical and intellectual opportunities to children in vulnerable communities, wherein registered Cannvas.Me users will have the option of converting reward points accumulated on the platform into monetary donations to the non-profit organization. As registered Cannvas.Me users navigate the platform, they can earn points for completing learning modules and leaving reviews on news articles and cannabis strains. Points can be exchanged for a catalog of lifestyle rewards including Cannvas merchandise and retail gift cards. Users will be able to exchange points for monetary donations to Sistema Toronto. While the conversion is still being determined, it is expected users will have the option to donate in increments of $5 dollars. Cannvas will present Sistema with a cheque at the end of each year with the total donations collected from users.

Sistema Toronto is an intensive social program transforming the lives of children through ensemble-based music, with a vision of using the global language of music to help children grow to realize their full potential as engaged and responsible citizens. Sistema provides students with a safe place to go after school, instruction with professional musicians, a daily nutritious snack, and musical instruments all at no cost to participants' families.

On December 4, 2018, the Company announced that it is proceeding with a revenue share partnership with Namaste Technologies Inc. ("Namaste") (TSXV: N, FRA: M5BQ, OTCMKTS: NXTTF), a leading technology company operating the largest global cannabis e-commerce platform. Cannvas and Namaste are deploying technologies to drive customer integration and value-added services between company platforms.

Namaste is the world's largest and most comprehensive cannabis-focused e-commerce platform with a fully-integrated e-commerce network spanning across the globe offering everything from rolling papers to vaporizers. In Canada, Namaste has developed the country's first telemedicine app, available on iPhone and Android devices, allowing patients to connect to doctors or nurse practitioners and have access to a wide range of high-quality cannabis products and services.

On December 6, 2018, the Company announced that it will be partnering with Pancreatic Cancer Canada to provide free educational content to patients and caregivers across the country curious to learn whether cannabis can be a beneficial part of their treatment.

Pancreatic Cancer Canada and Cannvas worked together to launch the first round of content on Cannvas.Me to mark National Pancreatic Cancer Awareness Month in November. It remains online at Cannvas.Me/PancreaticCancer as part of the Cannvas Health Advocacy Team (CHAT) initiative, designed to delve deeper into health conditions and provide clarity on lesser-known medical ailments affecting large swaths of the population.

The two organizations also plan to collaborate and share resources to create original content contextualized to fit the needs of pancreatic cancer patients and their caregivers. Additional content will be created regularly by both organizations based on community feedback received by Pancreatic Cancer Canada.

Cannvas will enable the wellness and education of the Pancreatic Cancer Canada community through access to its free and unbiased cannabis education resource, Cannvas.Me. The platform features physician-backed content overseen by certified educators for all audiences wishing to learn about whether the benefits of medical or therapeutic cannabis fit their lifestyle.

Pancreatic cancer patients and caregivers will be able to access physician testimonials, patient stories, research papers and educational courses about the potential benefits of medical cannabis. Those interested in enriching their knowledge on the subject will be able to continue their cannabis education with Cannvas through a variety of targeted courses and articles.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements for the eight quarters ending March 31, 2019:

Quarter Ended	Loss for the Period ($)	Loss per Share ($) (Basic and Diluted)
March 31, 2019	(1,630,201)	(0.03)
December 31, 2018	(1,593,168)	(0.03)
September 30, 2018	(1,847,062)	(0.05)
June 30, 2018	(918,712)	(0.03)
March 31, 2018	(378,813)	(0.01)
December 31, 2017	(464,993)	(0.06)
September 30, 2017	(15,000)	(0.00)
June 30, 2017	(20,000)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash on hand increased to $357,054 at March 31, 2019 from $217,505 at December 31, 2018.

The Company had a working capital surplus of $672,893 at March 31, 2019 compared to a working capital surplus of $338,008 at December 31, 2018.

As at the date of this MD&A, the Company does not have sufficient working capital to meet its ongoing financial obligations for the coming year. We draw your attention to Note 1 to the financial statements, which indicate that Company incurred a net loss of $1,630,201 during the three months ended March 31, 2019 and, as of that date, the Company has a cumulative deficit of $7,301,012. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

During the three months ended March 31, 2019, the Company issued a total of 3,834,203 common shares in the capital of the Company, as detailed below:

a) On January 18, 2019, the Company issued 1,500,000 common shares to directors and officers of the Company on exercise of stock options for proceeds of $420,000.

b) On January 18, 2019, the Company issued 58,703 common shares with a fair value of $17,611 for settlement of $17,611 of accounts payable to consultants.

c) On January 21, 2019, the Company issued 1,000,000 common shares to directors and officers of the Company for milestone achievements attained during the period.

d) On January 24, 2019, the Company issued 487,500 common shares with a fair value of $146,250 for settlement of $146,250 of accounts payable to directors and consultants.

e) On March 26, 2019, the Company issued 38,000 common shares to a consultant of the Company with a fair value of $10,070 as settlement for services rendered

f) On March 27, 2019, the Company issued 750,000 stock options to a consultant of the Company on exercise of stock options for proceeds of $187,500.

Stock options

The Company has a stock option plan that allows it to grant options to its directors, officers, employees and consultants, provided that the aggregate number of options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company.

a) On January 14, 2019, the Company granted 1,500,000 stock options to directors and officers of the company, exercisable at $0.28 for a period of five years. These options vest immediately on the date of grant.

b) On February 4, 2019, the Company granted 1,450,000 stock options to a consultant of the Company, exercisable at $0.30 for a period of five years. 18% of the options vest on date of grant, with 12% of the options vesting ever quarter thereafter with the final quarter vesting the remaining 10%.

c) On February 6, 2019, the Company granted 62,500 stock options to consultants of the Company, exercisable at $0.30 for a period of one year. 40% of the options vest on date of grant, with 20% of the options vesting every quarter thereafter.

d) On March 14, 2019, the Company granted 200,000 stock options to a consultant of the Company, exercisable at $0.29 for a period of one year. These options vest immediately on the date of grant.

e) On March 27, 2019, the Company granted 1,000,000 stock options to directors and officers of the company, exercisable at $0.275 for a period of five years. These options vest immediately on the date of grant.

As at March 31, 2019, there were 4,782,000 stock options outstanding for the purchase of common shares.

RELATED PARTY TRANSACTIONS

Included in subscriptions receivable is $538,204 (2018 - $681,975) due from directors and officers of the Company. Included in accounts payable is $Nil (2018 - $28,250) due to directors and officers of the Company. Included in prepaids is $Nil (2018 - $103,819) prepaid to a company controlled by a related party. Amounts due to and due from related parties are unsecured, non-interest bearing and due on demand.

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

	Three months ended	
	March 31, 2019	March 31, 2018
Consulting fees	$ 89,598	$ 41,030
Travel and business development	21,000	-
	$ 110,598	$ 84,750

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of the Company approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at March 31, 2019 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs. The Company may need funding through equity or debt financing, entering into joint venture agreements or a combination thereof. Liquidity risk is assessed as high.

Market risk

Market risk is a risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and current financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. At March 31, 2019, the Company was not affected by interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

SUBSEQUENT EVENTS

On May 13, 2019, the Company proposed to carry out a non-brokered private placement of up to 2,830,189 shares to purchasers at a price of $0.265 per share, for aggregate gross proceeds of up to $750,000.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at the date of this MD&A, the Company had no off-balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at the date of this MD&A, the Company had 49,258,664 common shares outstanding.

As at the three months ended March 31, 2019, the Company had 49,258,664 common shares outstanding.

Stock Options

As at the date of this MD&A, the Company had 4,782,000 stock options outstanding.

As at the three months ended March 31, 2019, the Company had 4,782,000 stock options outstanding.

Warrants

As at the date of this MD&A and as at the three months ended March 31, 2019, the Company had 4,261,480 warrants outstanding.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently reactivated and acquired a business, which will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.
Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

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

As at the date of this MD&A, the directors of the Company are Shawn Moniz, Steve Loutskou, Marco Contardi and Lindsay Hamelin.