MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR YEAR ENDED MAY 31, 2019

The following Management's Discussion and Analysis ("**MD&A**") of Orchid Ventures, Inc. (DBA "Orchid Essentials"), (the "Company" or "Orchid"), is for the year ended May 31, 2019 and covers information up to the date of this MD&A. For more information on the Company visit its website at www.orchidessentials.com.

This MD&A is dated September 27, 2019.

This MD&A should be read in conjunction with the Company's consolidated financial statements and the notes thereto for the year ended May 31, 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All dollar amounts herein are expressed in US Dollars unless stated otherwise.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information provided in this MD&A, including information incorporated by reference, may contain "forward-looking statements" about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward- looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

(a) the regulation of the recreational cannabis industry in the State of Oregon and the State of California;

(b) the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; and

(c) other risks described in this MD&A and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

With respect to the forward-looking statements contained herein, although the Company believe that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the availability of sources of income to generate cash flow and revenue; the dependence on management and directors; risks relating to the receipt of the required licenses, risks relating to additional funding requirements; due diligence risks; exchange rate risks; potential transaction and legal risks; risks relating to regulations applicable to the production and sale of Cannabis; and other factors beyond the Company's control.

Consequently, all forward-looking statements made in this MD&A and other documents of the Company, as applicable, are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

OVERVIEW AND OUTLOOK

Orchid Essentials is an Irvine, CA based multi-state operator that launched in Oregon and California in August 2017 and has since developed a mass-market brand and loyal consumer following with its premium cannabis products. Orchid's product lines are currently sold in 350+ dispensaries across California and Oregon and are handcrafted and designed for optimal user-experience and overall enjoyment. The company's proven processes and passion for what it does carry through into its products. The end result is an unparalleled experience for new and practiced cannabis users alike. Orchid plans to expand its operations into new national markets, as well as global markets such as Latin America and Europe. With a continued focus on brand and intellectual property development, Orchid will continue to execute strategic acquisitions to further solidify it's vertically integrated infrastructure with the goal of becoming a dominant premium cannabis company in the United States. Orchid's management brings significant branding, product development and distribution experience with a proven track record of scaling revenues, building value-generating partnerships and creating enterprise value.

The Company's head office, principal address and records office is 9930 Irvine Center Drive, Irvine, California. The registered office is also 9930 Irvine Center Drive, Irvine, California.

On March 7, 2019, the Company completed a business combination with CR International, Inc. ("CR International"). The transaction was an arm's length transaction and constituted a reverse takeover ("RTO") of Earny by CR International, pursuant to the policies of the TSX Venture Exchange ("TSX-V").

CR International was organized in the State of Nevada on June 18, 2018 by the shareholders of CR Companies, LLC ("CR Companies"), a company organized in the State of California on November 9, 2017. CR International and CR Companies completed a corporate reorganization (the "Corporate Reorganization"), the purpose of which was to facilitate the listing of CR Companies on the Canadian Securities Exchange (the "CSE"). See Note 5.

In connection with the RTO, the Company voluntarily delisted from the TSX-V and received approval to list its common shares on the CSE on March 15, 2019.

On December 31, 2018, the Company entered into a purchase agreement with CA Forrest Green Distribution, LLC ("Forrest Green"), whereby the Company acquired all of the issued and outstanding share of Forrest Green in exchange for a temporary cannabis distribution license and certain proprietary documents such as floorplans, security plans, and standard operating procedures.

On January 25, 2019, the Company entered into a distribution agreement (the "Agreement") with Cypress Manufacturing Company, a California corporation doing business as Indus Distribution ("Indus"). Under the terms of the Agreement, Indus is the sole distributor of certain of the Company's products. Indus' obligation under the Agreement is limited to sales representation, marketing, storage and delivery of the products and purchase of only those quantities of products itemized in its purchase orders, which products are assembled, packaged, and delivered in accordance with such purchase orders. All products delivered to Indus shall be fully packaged in compliance with applicable law and ready for sale, pending the results of product testing.

As part of the Agreement, Indus loaned $651,400 to the Company for initial manufacturing needs. As at May 31, 2019, the loan amount outstanding was $196,115.

On July 5, 2019, the Company added Rick Brown as President and director of the Company. Mr. Brown brings extensive operational experience that spans a diverse set of industries such as consumer packaged goods, retail, health care and financial services. During his career, Mr. Brown specialized in both scaling up companies with high-growth potential and transforming businesses to energize revenue growth. Most recently Mr. Brown was President of H&R Block's Canadian operations, where he led the growth of tax and financial services for this $300 million company. He also held senior executive positions at Burger King and Taco Bell in the US and PepsiCo Restaurants International in Canada.

On July 29, 2019, the Company entered into an asset purchase agreement for the acquisition of certain assets of Twenty99 Holdings, LLC, and LGAM, LLC dba GreenBloom ("GreenBloom"), a vertically-integrated cannabis operator with five retail stores, two cultivation facilities, one distribution entity, and six brands in Oregon and California. The acquisition included a development in California of cultivation, processing, and retail facility with 300,000 square feet of canopy, and a 25,000 square foot extraction facility.

As part of the acquisition, the Company will pay an aggregate purchase price of US$10,000,000 to be paid out over the next 12 months from the date of closing, and issue 50,000,000 common shares at a deemed price of CA$0.50 per share. The shares will be subject to escrow conditions and/or resale restrictions as required by the applicable securities laws and the policies of the CSE as well as additional voluntary hold periods agreed to by GreenBloom. There were no finder's fees paid, nor change of control. The acquisition is subject to certain closing conditions, including, without limitation, completion of due diligence by each party. There can be no assurance that the acquisition will be completed as proposed or at all.

On September 20, 2019, the Company entered into a Commercial Lease Agreement with Wildwood River Properties LLC (the "Landlord"), a company related by common shareholders, which provides the Company a lease for real property located at 300 W. Cole Road, Calexico, CA, to be used as cannabis cultivation, manufacturing, distribution and retail as permitted by state and local jurisdictions. In the event the Company is unable to secure a cannabis cultivation license from the City of Calexico, the Company will remain liable for the first month's rent, last month's rent, and security deposit, which will be retained as a termination fee. the Company will otherwise be released of any further liability under the Lease.

The term of the lease shall begin within 10 days of Landlord receiving final occupancy permit for the newly constructed warehouse, at which time the following amounts will be due from the Company, prior to taking occupancy:

Security Deposit	$100,000
First Month's Rent	$220,000
Last Month's Rent	$220,000
Total	$540,000

The rent is based on the value of $1.00 per square foot. In the event that the rentable space is less than 220,000 square feet, then the rent shall be prorated such that Tenant shall pay $1.00 per square foot.

The Landlord agrees to waive the initial 3 months of rent due from the Company and all rent will accrue beginning the 4th month following commencement of the lease, but Landlord will accept, in lieu of cash, a promissory note in a form reasonably acceptable to Landlord and providing for payment in full no sooner than Company's first harvest. However, the Company will remain responsible for paying first and last month's rent and security deposit in cash or immediately available funds within 10 days of commencement of this lease.

Additional terms and conditions include:

- The Company has the unilateral right to sublease the property, without further instruction from the Landlord;
- The initial term of the lease is 10 years with two 5-year options to extend. The Company must provide 90 days with intention to extend or vacate the premises;

The Company agrees the lease shall by Triple Net (NNN) for the entire duration of the lease period, including extensions.

Growth Strategy

The Company believes that the size of the U.S. cannabis market could surpass US$45 billion over the next ten years with the continued expansion of legalization of cannabis in new states throughout the United States. On the recreational side, there are currently ten states in which the recreational sale of cannabis has been approved. These states are Alaska, Oregon, Washington, Nevada, California, Colorado, Massachusetts, Maine, Michigan and Vermont. In these markets, recreational sales will continue to grow as new population groups, like baby boomers, realize the magnitude of cannabis applications and cannabis is accepted by more demographics. Orchid plans on capitalizing on the significant increase in cannabis consumption in these recreational markets through an expansion of its distribution and product lines in key markets such as California and Oregon. Orchid will also seek opportunities to expand its brand in recreational markets through expansions of its existing facilities or through acquisitions of additional licenses or processing and wholesaling operators. Orchid plans to make strategic acquisitions to expand its brand as well as its supply chain. Orchid will look to leverage its branding, marketing, operational, and manufacturing expertise to create opportunities to license its brand in other states as well as internationally.

As part of its growth strategy, the he Company intends to launch multiple brands, outside of its flagship "Orchid" brand, across multiple states. With these brands, the Company seeks to target various market segments from budget conscious to premium.

The Company is also in the process of reviewing potential product offerings for health and wellness (global market of $109 billion, beauty (global market of $532 billion), pet (global market of $132 billion), and fitness (global market of $12 billion).

Production Facilities

Orchid is developing two cannabis production facilities totaling 6,000 square feet: (1) a 4,800 square feet production facility located in Clackamas County, Oregon (the "**Oregon Facility**") and (2) a 1,200 square feet distribution facility in the City of Long Beach, California. The Oregon Facility currently supports wholesale and co-packing activities.

The Oregon Facility will be in full compliance with local and state laws and have adequate controls in place against any diversion, theft, and loss of cannabis products. The Oregon Facility will have a fully operational security alarm system; continuous 24-hour a day video surveillance; proper lighting, commercial grade locked doors; cannabis products and money secured in an on-site vault; and other protective security and safety requirements required by applicable law and industry standards.

Branding and Marketing

Currently, the Company implements and utilizes consistent branding and messaging of its cannabis products using the "Orchid Essentials" name. The Company has branding guidelines and monitors use of the Orchid Essentials name across all forms of media to ensure the highest brand integrity. Formal guidelines have been implemented with respect to Orchid's primary logo, secondary marks, the feelings icons, the activities icons, logo usage, typography, color palette, packaging and photo styling.

Orchid only partners with other companies that have a proven and trusted track record to protect the brand. Prospective relationships are vetted by conducting legal due diligence, market research, and financial due diligence by Orchid's management team, consultants, and partners. Orchid has a dedicated marketing team and brand managers that engage customers through social media and other promotions. The Company consults its General Counsel and/or outside counsel on a case-by-case basis when advertising and marketing cannabis products in California or Oregon. Orchid is in the process of developing formal internal advertising and marketing policies and procedures for its cannabis products; however, given that the industry is constantly changing and evolving, the Company consults its compliance team regularly before initiating a marketing or advertising campaign.

Product Development and Scale

Management has extensive knowledge about the cannabis industry, its customers and its markets. The Company strategically bases product development decisions on innovation, margin, potential, market trends, and quality. Orchid leverages its brand expertise and marketing team to select products that will expand its shelf space and customer reach.

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Orchid develops, brands, and sells cannabis vapor devices consisting of kits and cartridges (the "**Orchid Cannabis Products**"). Orchid licenses its brand and proprietary hardware to licensed manufacturers and distributors in Oregon and California with plans to expand to additional states that have legalized medical and recreational cannabis. Orchid's partners manufacture, produce, package, sell and deliver the Orchid Cannabis Products to state-authorized cannabis dispensaries and distribution channels on cash on delivery terms.

RESULTS OF OPERATIONS

During the year ended May 31, 2019, the Company reported a net loss of $6,692,581 against revenues of $5,514,593 compared to a net loss of $1,696,494 against revenues of $2,473,000 for the year ended May 31, 2018.

Sales increased from the comparative period from $2,473,000 in 2018 to $5,514,593 in 2019. These sales were from the selling of its vaporizer products.

Gross profit for the year ended May 31, 2019 was $1,973,118 (36% of revenues) compared to $1,256,918 for the year ended May 31, 2018 (51% of revenues). Gross profit decreased due to lower margins being realized in the California market as well as specific pricing reductions in Oregon. In addition, the Company has written down a portion of its older inventory that was purchased in 2019. The Company recorded a write down of $155,790 (2018: $76,765) for product that has been deemed to be slow moving or obsolete of which was recorded in consolidated statement of comprehensive loss.

Total operational expenses were $6,875,827 during the year ended May 31, 2019 compared to $2,885,302 for the year ended May 31, 2018. The increase in costs is a result of the Company's focused expansion in the Oregon cannabis market. Other reasons include costs associated with the Acquisition and listing on the CSE, and costs associated with the regulatory environment of being a new publicly traded entity. This expansion required significant expenditures in compensation costs, administrative, and rent and utilities. This is reflected in the increased wages and benefits to $1,925,321 (2018: $993,304). Other notable increases include share-based payments which increased to $2,171,891 (2018: $nil); legal and professional fees increased to $813,966 (2018: $624,345); administrative costs increased to $228,978 (2018: $79,726); rent and utilities increased to $339,692 (2018: $45,295); and consulting increased to $88,181 (2018: $nil).

Other factors in the reported income for the year ended May 31, 2019 include expenses related to ongoing marketing initiatives in the amount of $423,785 (2018: $433,998). These expenses are for ongoing marketing initiatives for existing and new product markets and brand awareness.

SELECTED ANNUAL INFORMATION

		Year ended May 31 2019		Year ended May 31 2018		Period ended May 31 2017
Revenues	$	5,514,593	$	2,473,000	$	-
Cost of goods sold	$	3,541,475	$	1,216,082	$	-
Gross profit	$	1,973,118	$	1,256,918	$	-
Expenses including non-cash items	$	6,875,827	$	2,885,302	$	-
Net loss for the year	$	(6,692,581)	$	(1,696,494)	$	(287,453)
Number of common shares outstanding		66,151,847		-		-
Loss per share	$	(0.85)	$	(0.00)	$	(0.00)
Cash	$	111,671	$	73,409	$	701,408
Working capital	$	2,580,475	$	(690,465)	$	702,446
Total assets	$	4,369,123	$	439,770	$	789,238
Shareholders' equity (deficiency)	$	2,933,140	$	(633,947)	$	732,547
Long-term financial liabilities	$	0.00	$	0.00	$	0.00
Dividends paid per share	$	0.00	$	0.00	$	0.00

SUMMARY OF QUARTERLY RESULTS

	Three months ended May 31, 2019	Three months ended February 28, 2019	Three months ended November 30, 2018	Three months ended August 31, 2018
Revenues	$ 2,867,335	$ 821,216	$ 891,830	$ 934,212
Cost of goods sold	$ 2,382,074	$ 576,928	$ 321,049	$ 261,424
Gross profit	$ 485,261	$ 244,288	$ 570,781	$ 672,788
Net expenses including non-cash items	$ 3,686,540	$ 1,135,315	$ 1,233,887	$ 820,085
Loss for the quarter	$ (4,988,038)	$ (891,027)	$ (663,106)	$ (150,410)
Basic and diluted loss per share	$ (0.33)	$ -	$ -	$ -
Common shares outstanding	14,967,904	-	-	-

	Three months ended May 31, 2018	Three months ended February 28, 2018	Three months ended November 30, 2017	Three months ended August 31, 2017
Revenues	$ 963,213	$ 675,976	$ 661,712	$ 172,099
Cost of goods sold	$ 392,034	$ 291,711	$ 352,052	$ 103,519
Gross profit (loss)	$ 571,179	$ 378,265	$ 309,660	$ 68,580
Net expenses including non-cash items	$ 1,017,254	$ 653,519	$ 534,597	$ 571,545
Loss for the quarter	$ (693,338)	$ (275,254)	$ (224,938)	$ (502,965)
Basic and diluted loss per share	$ -	$ -	$ -	$ -
Common shares outstanding	-	-	-	-

The significant increase in activity in 2019 is a result of the Company's expanded operations in Oregon and California. Furthermore, during Q3 of 2019, the Company entered into the distribution agreement with Indus which came into effect during Q4 of 2019 resulting in increased revenues. The management team continues to seek ways to create shareholder value and increase margins. Expenses increased with each quarter in conjunction with operational needs.

LIQUIDITY AND CAPITAL RESOURCES

The net assets of the Company increased from a deficiency of $633,947 at May 31, 2018 to $2,933,140 at May 31, 2019, an increase of $3,567,087. At May 31, 2019, the Company had cash on deposit in the amount of $111,671, trade receivables of $2,273,289, prepaids of $231,813, and inventory of $1,381,836, compared to cash on deposit in the amount of $73,409, trade receivables of $185,102, prepaids of $nil, and inventory of $124,741 at May 31, 2018. The most significant liabilities at May 31, 2019 were trade payables of $838,468 (May 31, 2018: $392,454) and loans payable of $324,115 (May 31, 2018: $129,457).

The increase in the net assets of the Company is a result of the Company completing the concurrent financing as part of the RTO and listing on the CSE as well as an increase in sales during 2019.

On December 1, 2017, the Company received financing under an unsecured promissory note payable in the amount of $100,000 bearing interest at a rate of 10% simple interest per 90-day term. The balance of the note including interest payable and late fees was due and payable on March 1, 2018. As of May 31, 2018, there was a total balance of $27,917 payable. The balance was repaid in full during the year ended May 31, 2019.

On February 1, 2018, the Company received financing under an unsecured promissory note payable in the amount of $100,000 bearing interest at a rate of 10% simple interest per 90-day term. The balance of the note including interest payable and late fees was due and payable on May 2, 2018. As of May 31, 2018, there was a total balance of $101,540 payable. The balance was repaid in full during the year ended May 31, 2019.

On April 30, 2019, the Company issued an Unsecured Promissory Note to arm's length party for a cash loan of $100,000 at simple interest rate of 5% or $5,000. Principal and interest were due on May 15, 2019. The Company did not repay the principal and interest on May 15, 2019. In accordance with the Unsecured Promissory Note, the Company incurred default interest of $5,000. As of May 31, 2019, the Company owed Nicholas Lopez $110,000, which included $10,000 in accrued interest. On June 28, 2019, the Company paid $10,000 in interest to Nicholas Lopez.

On May 23, 2019, the Company issued an Unsecured Promissory Note to an arm's length party for a cash loan of $18,000 as no stated interest rate and due on demand. On June 20, 2019, the Company repaid the $18,000 loan.

The Company's primary source of revenue is from its vaporizer cannabis products. The Company can for the near term generate the necessary capital resources required to finance operations by way of the sales of its products and management will undertake to issue equity securities through the Proposed Transaction (see *"Overview and Outlook"*). Management takes all necessary precautions to minimize risks however additional risks could affect the future performance of the Company. Business risks are detailed in the *"Risks and Uncertainties"* section of this MD&A.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CONTRACTUAL OBLIGATIONS

Settlement Agreement

On February 7, 2019, the Company entered into a Settlement and Release Agreement with Brown & Streza, LLP ("B&S"), a former legal service provider to the Company, whereby the Company and B&S agreed the Company shall pay $165,000 and allow B&S to receive 608,582 common shares of the Company as part of the RTO transaction and in exchange for the 38,077 Class C Units of CR Companies, LLC, which B&S subscribed to through its affiliate Momentum Holdings, LLC. As of May 31, 2019, the Company owes B&S $105,000.

Severance Agreement

On May 22, 2019 (the "Termination Date"), the Company entered into a Severance Agreement with its former President, Rene Suarez whereby the Company agreed to pay Mr. Suarez $18,000 upon execution of the Severance Agreement and $25,000 either (a) in equal installments of $4,167 over the six months beginning July 1, 2019; or (b) in full, upon closing of the next private placement equity financing of at least $2,000,000. The Company also agreed to vest 20% of Mr. Suarez's option grant of 1,000,000 shares such that a total of 200,000 shares shall be fully vested on the Termination Date. The options are exercisable for one year after the Termination Date. As of May 31, 2019, the Company owed Mr. Suarez $25,000.

Office Lease

On September 15, 2018, the Company entered into a Commercial Lease Agreement for its licensed production facility at 11785 SE Hwy 212, Suite 313, Clackamas, Oregon. The lease term ends on September 30, 2023, with two successive options to extend the lease term for a period of 5 years. Monthly base rent is $9,936 and a security deposit of $19,872 was required.

On May 23, 2019, the Company entered into a Commercial Lease Agreement for its head office located at 9930 Irvine Center Drive, Irvine, California. The lease is a Triple Net lease, which commenced on June 1, 2019 and expires on July 31, 2024 for a lease term of sixty-one months with an option to review for five additional years. The Company paid a security deposit of $15,000 upon execution of the lease.

Base rent (net) per year is payable as follows:

	Base rent
	$
2020	238,272
2021	240,058
2022	241,248
2023	162,348
2024	123,206
	1,005,132

RELATED PARTY TRANSACTIONS

Key Management Compensation:

Related party transactions not otherwise described in these consolidated financial statements are shown below. The remuneration of the Company's directors and other members of key management, being the CEO, former President, and CFO who have the authority and responsibility for planning, directing and controlling the activities of the Company, consist of the following amounts:

	Year Ended	
	May 31, 2019	May 31, 2018
	$	$
Management fees	448,000	432,000
Consulting	9,000	-
Share-based compensation	432,389	-
	889,389	**432,000**

Management fees were charged by the Company's CEO, Corey Mangold, the Company's former President, Rene Suarez, and the Company's CFO, Mathew Lee.

During the year ended May 31, 2019 the Company incurred:

(a) $21,627 (2018 - $38,919) in rent expense to Verdict Vapors, LLC, an entity related by a common director and officer.

(b) $36,000 (2018 - $165,458) in marketing expense to Gigasavvy, an entity related by a common director and officer. As at May 31, 2019, $9,000 (2018 - $Nil) was included in trade payables.

As of May 31, 2019, the Company prepaid $Nil (2018 - $12,336), which is netted against trade payables, to a credit card of an entity related by a common director and office for the purpose of anticipated inventory purchases, which were made during the year ended May 31, 2019.

A total amount of $96,000 (2018 - $174,306) was recorded as due to related parties as at February 28, 2019 to directors and officers of the Company. Of this amount, $87,400 (May 31, 2018 - $142,806) was included in the wages payable balance and $8,600 (May 31, 2018 - $31,500) was included in trade payables.

These transactions were measured at the exchange amount, which is the amount agreed upon by the transacting parties.

PROPOSED TRANSACTIONS

See the *"Overview and Outlook"* section for a description of the Company's Proposed Transaction.

SUBSEQUENT EVENTS

Subsequent events not disclosed elsewhere in this MD&A include the following:

i) The Company granted 2,000,000 stock options to directors of the Company. The stock options are exercisable at CAD $0.33 per option and vest immediately.

ii) On July 3, 2019, the Company entered in a Memorandum of Understanding ("MOU") with Infusion Factory, LLC ("Infusion") and its parent company ICON Holdings, Inc. pursuant to which Infusion will provide vendor services in exchange for, among other things, warrants to purchase up to 200,000 shares of the Company at a price of CAD $0.33 per share for 36 months.

iii) On July 10, 2019, the Company issued a Promissory Note to arm's length party for a CAD $25,000 non-interest bearing loan. The principal is due at the earliest of (a) October 10, 2019, or (b) upon the date of the Company closing a financing. The Company is obligated to pay an additional 15% cash payment as a loan bonus, payable at the time of repayment.

iv) On July 10, 2019, the Company issued a Promissory Note to arm's length party for a CAD $75,000 non-interest bearing loan. The principal is due at the earliest of (a) October 10, 2019, or (b) upon the date of the Company closing a financing. The Company is obligated to pay an additional 15% cash payment as a loan bonus, payable at the time of repayment.

v) On June 27, 2019, the Company issued a promissory note for a principal amount of $150,000 with interest on the unpaid principal amount at an annual rate of 6%. The principal amount of $100,000 was due on July 10, 2019. All outstanding principal and accrued interest are due on October 1, 2019.

vi) 397,365 Exchangeable units were converted into 6,351,067 common shares of the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions concerning the future that affect the amounts recorded. Actual results could differ from these estimates. Estimates and assumptions are based on historical experience, expectations of future events and other factors considered by management to be reasonable. The estimates and assumptions that could result in a material impact to the carrying amounts of assets and liabilities are outlined below:

Use of Estimates

(a) Inventory valuation

The Company records a write-down to reflect management's best estimate of the net realizable value of inventory which includes assumptions and estimates for future sell-through of units, selling prices as well as disposal costs, where appropriate, based on historical experience. Management continually reviews the carrying value of its inventory, to assess whether the write-down is adequate, based on current economic conditions and an assessment of sales trends.

(b) Share-based compensation

The Company measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of equity instruments at the date on which they are granted. Estimating fair value for share-based payments requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant.

(c) Equipment

Depreciation of property and equipment is dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

(d) Recognition and valuation of deferred tax assets

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future or whether taxable temporary differences will reverse such that deferred tax assets can be utilized. Recognition therefore involves a degree of estimation and judgement regarding the future financial performance or the timing of the reversed deferred tax liabilities where deferred tax assets have been recognized.

(e) Reverse takeover

Refer to Note 5 for disclosure on the reverse takeover Transaction, which included estimates on the fair value of consideration paid, along with an assessment of fair value of net assets acquired.

(f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, net of estimated discounts. The Company considers the terms of the sales contracts as well as industry practices, taking into consideration the type of customer, the nature of the transaction and the specific circumstances of each arrangement.

(g) Expected credit losses

The Company recognizes an allowance for expected credit losses ("ECL") for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. A financial asset is considered in default when contractual payments are 365 days past due. Therefore, the Company does not track changes in credit risk but makes a loss allowance based on 12 months ECL.

A financial asset may also be considered to be in default if internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(h) Warranty provision

The Company estimates warranty expense based on historical records, taking into account the likelihood of a warranty issue, estimated costs of warranty repair and total units in the market. The Company records a liability in respect of estimated future warranty costs. The actual cost that the Company may incur and the timing of the repairs to be carried out may differ significantly from the estimated accrual.

The Company warrants that its products will operate substantially in conformity with product documentation. The Company accrues for known warranty issues if a loss is probable and can be reasonably estimated and accrues for estimated incurred but unidentified warranty issues based on historical activity. To date, the Company has had no material warranty claims.

Use of judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgements, apart from those involving estimates, in applying accounting policies. The most significant judgements applying to the Company's financial statements include the assessment of the Company's going concern.

FINANCIAL AND OTHER INSTRUMENTS

The Company is exposed to certain financial risks as listed below. There has been no change in the exposure to risk, nor its objectives, policies and process for managing the risk from the prior year. Disclosures relating to exposure to risks, in particular credit risk, liquidity risk, foreign exchange risk and interest rate risk are provided below.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that are exposed to concentrations of credit risk are primarily cash and trade receivables.

The Company limits its exposure to credit risk with respect to cash by investing available cash with major banks in the United States of America. The Company's cash is not subject to any external restrictions

At May 31, 2019, all of the Company's receivables are due from two customers, as follows:

	Year Ended	
	May 31, 2019	May 31, 2018
	$	$
Current	105,000	185,102
31-60 days	568,000	-
Over 60 days	1,600,289	-
	2,273,289	**185,102**

With respect to receivables, the Company mitigates the risk by performing ongoing credit evaluations of its customers' financial condition. The Company monitors collectability of receivables on an on-going basis to determine credit risk.

At May 31, 2019, any accounts receivable due beyond one year have been provided for in the allowance for doubtful accounts

Liquidity Risk

As at May 31, 2019 the Company had a cash balance of $111,671 (2018 - $73,409) available to settle current liabilities of $1,435,983 (2018 - $1,073,717), all of which are due within one year. The Company expects to finance its inventory purchases and administrative expenditures through cash flows from operations, debt, as well as equity financing. Liquidity risk is assessed as high.

The following table identifies the undiscounted contractual maturities of the Company's financial liabilities as at May 31, 2019:

	Within one year	After one but not more than five years	After five years	Total
	$	$	$	$
Trade payables	838,468	-	-	838,468
Wages payable	87,400	-	-	87,400
Loans payable	324,115	-	-	324,115
	1,249,983	**-**	**-**	**1,249,983**

Market Risk

The Company is exposed to market risk with respect to foreign currency risk.

The Company is exposed to foreign currency risk on fluctuations related to cash, trade payables and accrued liabilities that are denominated in a foreign currency. As at May 31, 2019, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant. Management's assessment of the Company's exposure to market risk is low.

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's exposure to interest rate risk is minimal.

CAPITAL MANAGEMENT

As at May 31, 2019, the Company's capital is composed of interest bearing debt and shareholders' equity. The Company's primary objectives, when managing its capital, are to maintain adequate levels of funding to support the manufacturing operations of the Company and to maintain corporate and administrative functions.

The Company defines capital as cash and equity, consisting of the issued members' equity units. The capital structure of the Company is managed to provide sufficient funding operating activities. Funds are primarily secured through a combination of equity capital raised by way of private placements and short-term debt. There can be no assurances that the Company will be able to continue raising equity capital and short-term debt in this manner. The Company invests all capital that is surplus to its immediate needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term deposits, which are all held with major financial institutions.

There were no changes to the Company's approach to capital management during the year ended May 31, 2019.

OTHER MD&A REQUIREMENTS

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this report, there were 77,581,539 common shares, 3,304,558 exchangeable units, 11,300,000 stock options, and 273,350 warrants issued and outstanding.

OVERVIEW OF UNITED STATES REGULATION OF CANNABIS

On February 8, 2018 the Canadian Standards Association ("CSA") published a staff notice setting out the CSA's disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States ("Staff Notice 51-352"). Staff

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR YEAR ENDED MAY 31, 2019

Notice 51-352 confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry. The Company views Staff Notice 51-352 favourably, as it provides increased transparency and greater certainty regarding the views of its exchange and its regulator of existing operations and strategic business plan as well as the Company's ability to pursue further investment and opportunities in the United States.

As of May 31, 2019, all of the Company's assets are exposed to U.S. cannabis related activities. In this respect, all of the Company's assets and operations are currently related to U.S. cannabis related activities.

The chart on the following page is a summary of the Company's material assets and investments. References to "Direct", "Indirect" or "Ancillary" classifications of each asset or investment have the meanings ascribed thereto in the Staff Notice 51-352. All of the Company's investments that give the Company "Direct", "Indirect" and "Ancillary" involvement in the U.S. marijuana industry are included in the chart:

Asset Name	Description	Type of Relationship	Jurisdiction	Classification
CR Manufacturing OR, Inc. ("CR OR")	CR OR, Inc. has received a recreational wholesale license (#10136614016. CR OR has secured the Oregon Facility in Clackamas County, Oregon. The Oregon Facility is fully equipped for manufacturing and is in industrial zoning which enables CR OR to do co-packing, manufacturing, processing and distribution. CR OR has obtained its Land Use Compatibility Statement from the Clackamas County Planning Department for cultivation, processing and wholesaling.	Wholly owned subsidiary	Oregon	Direct
CA Forrest Green, LLC ("CA FG")	CA FG is the sole owner of a provisional Cannabis distribution license ("Temporary License"), license number C11-0000967-LIC, of the Bureau of Cannabis Control ("BCC") and certain related proprietary documents such as the floor plans, security plan, standard operating procedures, Long Beach co-location license, and other intellectual property rights and the lease of real property located at 2338 East Anaheim Street, Suite 203C, Long Beach, California 90804.	Wholly owned subsidiary	California	Ancillary

Compliance of United States Operations
The Company's activities are compliant with applicable U.S. state and local law. The Company will develop a robust compliance program designed to ensure operational and regulatory requirements continue to be satisfied. Orchid has hired General Counsel, who is a licensed attorney in both California and Oregon with extensive experience in the cannabis industry to implement and monitor regulatory compliance. The General Counsel and Chief Operating Officer have worked together to implement best standard SOPs for all facilities. Management also employs compliance operators to assist with monitoring products through the state-wide track-and-trace programs in Oregon and California. In addition, the General Counsel has retained local outside counsel and industry experts as well to advise the Company in connection with compliance with California law, Oregon law, U.S. federal laws and Canadian laws on an ongoing basis. Management will continue to work closely with outside counsel and internal legal counsel to develop and improve its internal compliance program. The Company has developed and will continue to develop best-practice SOPs and management will ensure all operations conform with legally compliant SOPs. The Company further requires its employees and management undergo ongoing training and to report and disclose all instances of non-compliance or regulatory, administrative, or legal proceedings that may be initiated against them.

RISKS AND UNCERTAINTIES

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

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

Regulation of Marijuana in the United States
Unlike in Canada which has proposed to have federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Access to Cannabis for Medical Purposes Regulations (Canada), investors are cautioned that in the United States, cannabis is largely regulated at the State level. To the Company's knowledge, there are to date a total of 33 States, plus the District of Columbia, that have legalized cannabis in some form.

Notwithstanding the permissive regulatory environment of cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act (the "**CSA**") in the United States and as such, remains illegal under federal law in the United States.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture.

As a result of the conflicting views between State legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August 2013 when then Deputy Attorney General, James Cole, authored a memorandum (the "**Cole Memorandum**") addressed to all United States district attorney acknowledging that, notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US States had enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined the priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice never provided specific guidelines for what regulatory and enforcement systems it deemed sufficient under the Cole Memorandum standard. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority.

In March 2017, the newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit. However, on January 4, 2018, Mr. Sessions issued a new memorandum that rescinded and superseded the Cole Memorandum effective immediately (the "**Sessions Memorandum**"). The Sessions Memorandum stated, in part, that current law reflects "Congress' determination that cannabis is a dangerous drug and cannabis activity is a serious crime", and Mr. Sessions directed all U.S. Attorneys to enforce the laws enacted by Congress and to follow well-established principles when pursuing prosecutions related to marijuana activities. The inconsistency between federal and state laws and regulations is a major risk factor.

Federal law pre-empts state law in these circumstances, so that the federal government can assert criminal violations of federal law despite state law. The level of prosecutions of state-legal cannabis operations is entirely unknown, nonetheless the stated position of the current administration is hostile to legal cannabis, and furthermore may be changed at any time by the Department of Justice, to become even more aggressive. The Sessions Memorandum lays the groundwork for United States Attorneys to take their cues on enforcement priority directly from Attorney General Jeff Sessions by referencing federal law enforcement priorities set by the Attorney General Jeff Sessions. If the Department of Justice policy under Attorney General Jeff Sessions was to aggressively pursue financiers or equity owners of cannabis-related business, and United States Attorneys followed such Department of Justice policies through pursuing prosecutions, then the Company could face (i) seizure of its cash and other assets used to support or derived from its cannabis subsidiaries, and (ii) the arrest of its employees, officers, managers and investors, and charges of ancillary criminal violations of the CSA for aiding and abetting and conspiring to violate the CSA by virtue of providing financial support to cannabis companies that service or provide goods to state-licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis.

Notably, current federal law (in the form of budget bills) prevents the Department of Justice from expending funds to intervene with states' rights to legalize cannabis for medical purposes.

Now that the Cole Memorandum has been repealed by Attorney General Jeff Session, the Department of Justice under the current administration or an aggressive federal prosecutor could allege that the Company and its Board and, potentially its shareholders, "aided and abetted" violations of federal law by providing finances and services to its portfolio cannabis companies. Under these circumstances, it is possible that the federal prosecutor would seek to seize the assets of the Company, and to recover the "illicit profits" previously distributed to shareholders resulting from any of the foregoing financing or services. In these circumstances, the Company's operations would cease, shareholders may lose their entire investment and directors, officers and/or shareholders may be left to defend any criminal charges against them at their own expense and, if convicted, be sent to federal prison.

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 adverse 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.

Regulatory Scrutiny of the Company's Interests in the United States

For the reasons set forth above, the Company's interests in the United States cannabis market, and future licensing arrangements, may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to carry on its business in the United States.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. It has been reported by certain publications in Canada that The Canadian Depository for Securities Limited is considering a policy shift that would see its subsidiary, CDS Clearing and Depository Services Inc. ("**CDS**"), refuse to settle trades for cannabis issuers that have investments in the United States. CDS is Canada's central securities depository, clearing and settlement hub settling trades in the Canadian equity, fixed income and money markets. CDS or its parent company has not issued any public statement in regard to these reports. However, if CDS were to proceed in the manner suggested by these publications, and apply such a policy to the Company, it would have a material adverse effect on the ability of holders of Common Shares to make trades. In particular, the Common Shares would become highly illiquid as investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of medical or recreational cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical and/or recreational cannabis, thereby limiting the number of new state jurisdictions into which the Company could expand. Any inability to fully implement the Company's expansion strategy may have a material adverse effect on the Company's business, financial condition and results of operations.

Our business is dependent on laws pertaining to the cannabis industry.

Continued development of the marijuana industry is dependent upon continued legislative authorization of the use and cultivation of marijuana at the State level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt use of marijuana, which would negatively impact our proposed business.

Currently, thirty-three states and the District of Columbia allow its citizens to use medical cannabis. Additionally, ten states have legalized cannabis for adult use, including the states of Oregon and California. The state laws are in conflict with the federal CSA, which makes marijuana use and possession illegal on the federal level. The Obama administration, pursuant to the Cole Memorandum, previously effectively stated that it is not an efficient use of resources to direct law federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical marijuana. However, the Sessions Memorandum under the Trump administration has reversed this position which creates a risk of prosecution by a number of federal agencies. Additionally, there can be no assurance as to the position any new administration may take on cannabis and could decide to enforce the federal laws strongly. Any enforcement of current federal laws could cause significant financial damage to the Company and its shareholders.

Cannabis remains illegal under Federal law

Cannabis is a Schedule 1 controlled substance and is illegal under federal U.S. law. Even in those states in which the use of cannabis has been legalized, its use remains a violation of federal law. Since federal law criminalizing the use of cannabis pre-empts state laws that legalize its use, strict enforcement of federal law regarding cannabis would harm the Company's business, prospects, results of operation, and financial condition.

Unfavourable Tax Treatment of Cannabis Businesses
Under Section 280E of the U.S. Internal Revenue Code ("**Section 280E**"), "no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of schedule I and II of the Controlled Substances Act) which is prohibited by Federal law or the law of any State in which such trade or business is conducted." This provision has been applied by the IRS to cannabis operations, prohibiting them from deducting expenses directly associated with the sale of cannabis. Section 280E therefore has a significant impact on the retail side of cannabis, but a lesser impact on cultivation and manufacturing operations. A result of Section 280E is that an otherwise profitable business may, in fact, operate at a loss, after taking into account its income tax expenses.

State Regulatory Uncertainty
The rulemaking process for cannabis operators at the state level in any state will be ongoing and result in frequent changes. As a result, a compliance program is essential to manage regulatory risk. The Company's legal team will provide guidance in regards to any rulemaking processes and resulting regulatory changes. All operating policies and procedures implemented in the operation will be compliance-based and derived from the state regulatory structure governing ancillary cannabis businesses and their relationships to state-licensed or permitted cannabis operators, if any. Notwithstanding the Company's efforts, regulatory compliance and the process of obtaining regulatory approvals can be costly and time-consuming. No assurance can be given that the Company will receive the requisite licenses, permits or cards to operate its businesses.

In addition, local laws and ordinances could restrict the Company's business activity. Although legal under Oregon state law, local governments have the ability to limit, restrict, and ban cannabis businesses from operating within their jurisdiction. Land use, zoning, local ordinances, and similar laws could be adopted or changed, and have a material adverse effect on the Company's business.

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.

Limited Trademark Protection
The Company will not be able to register any United States federal trademarks for its cannabis products. Because producing, manufacturing, processing, possessing, distributing, selling, and using cannabis is a crime under the CSA, the United States Patent and Trademark Office will not permit the registration of any trademark that identifies cannabis products. As a result, the Company likely will be unable to protect its cannabis product trademarks beyond the geographic areas in which it conducts business. The use of its trademarks outside the states of Oregon and California by one or more other persons could have a material adverse effect on the value of such trademarks.

Potential FDA Regulation

Should the federal government legalize cannabis, it is possible that the U.S. Food and Drug Administration (the "**FDA**"), would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. Additionally, the FDA may issue rules and regulations including certified good manufacturing practices, related to the growth, cultivation, harvesting and processing of medical cannabis. Clinical trials may be needed to verify efficacy and safety. It is also possible that the FDA would require that facilities where medical-use cannabis is grown register with the FDA and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact would be on the cannabis industry is unknown, including what costs, requirements and possible prohibitions may be enforced. If Company is unable to comply with the regulations or registration as prescribed by the FDA it may have an adverse effect on the Company's business, operating results and financial condition.

Legality of Contracts

Because the Company's contracts involve cannabis and other activities that are not legal under U.S. federal law and in some jurisdictions, the Company may face difficulties in enforcing its contracts in U.S. federal and certain state courts.

Nature of Licenses

In California, the Company is relying upon a cannabis license to operate its business. The license granted by the Bureau of Cannabis Control is temporary and it's not guaranteed that the Company will obtain the annual license. The provisional license (C11-0000967-LIC) in California is set to expire on August 7, 2020. Due to the temporary nature of the licenses, there is a risk that the Company will be unable to renew these licenses and to continue to rely on their terms to operate its business.

The Company has no operating history

The Company has no operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. For example, the adult use cannabis industry is a relatively new industry which, as a whole may not succeed, particularly should the federal government of the United States decide to prosecute various parties under federal law.

The Company's products

As a relatively new industry, there are not many established players in the recreational cannabis industry whose business model the Company can follow or build on the success of. Similarly, there is no information about comparable companies available for potential investors to review in making a decision about whether to invest in the Company.

Shareholders and investors should further consider, among other factors, the Company's prospects for success in light of the risks and uncertainties encountered by companies that, like the Company, are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur and they may result in material delays in the operation of The Company's business. The Company may not successfully address these risks and uncertainties or successfully implement its operating strategies. If the Company fails to do so, it could materially harm the Company's business to the point of having to cease operations and could impair the value of the Company Shares to the point investors may lose their entire investment.

The Company has committed, and expects to continue to commit, significant resources and capital to develop and market existing products and new products and services. These products are relatively untested, and the Company cannot assure shareholders and investors that it will achieve market acceptance for these products, or other new products and services that The Company may offer in the future. Moreover, these and other new products and services may be subject to significant competition with offerings by new and existing competitors in the business. In addition, new products and services may pose a variety of challenges and require the Company to attract additional qualified employees. The failure to successfully develop and market these new products and services could seriously harm the Company's business, financial condition and results of operations.

Unfavourable Publicity or Consumer Perception

Proposed management of the Company believes the recreational cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the recreational cannabis 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 recreational cannabis 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 recreational cannabis 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 recreational cannabis in general, or the Company's proposed products specifically, or associating the consumption of recreational cannabis 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.