

**Report Pursuant to National Instrument 62-103  
and Section 5.2 of Multilateral Instrument 62-104**

**1. Security and Reporting Issuer**

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of Avicanna Inc. (the “Company”), 480 University Avenue, Suite 1502, Toronto, Ontario, M5G 1V2. The transaction was effected through a private placement and not through the facilities of any stock exchange.

**2. Identity of Acquirer**

Sheldon Inwentash  
126 Old Forest Hill Road  
Toronto, ON M5P 2R9

The transaction described in item 1 above took place on March 31, 2022, and involved Sheldon Inwentash (“Inwentash”) and the following joint actor of Inwentash:

- ThreeD Capital Inc., 130 Spadina Avenue, Suite 401, Toronto, ON, M5V 2L4 (the “Joint Actor”)

**3. Interest in Securities of the Reporting Issuer**

Through a transaction (the “Transaction”) settled on March 31, 2022, the Joint Actor acquired ownership and control of an aggregate of 1,150,000 common shares (the “Subject Shares”) and 575,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company. The Subject Shares represented approximately 2.2% of all issued and outstanding common shares of the Company as at March 31, 2022 (or 3.3% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a percentage of ownership increase of 2.4% held by Inwentash and the Joint Actor from the last early warning report filed, from which Inwentash along with the Joint Actor reported a 10.8% ownership of the Company on a partially diluted basis assuming exercise of convertible securities held.

Immediately before the Transaction, Inwentash and the Joint Actor owned and controlled an aggregate of 4,411,850 common shares, 806,562 warrants, 40,000 options, and convertible debentures, convertible into 208,333 common shares of the Company, representing approximately 8.3% of all issued and outstanding common shares of the Company (or approximately 11.7% on a partially diluted basis assuming exercise of the warrants, options, and convertible debenture). Of this total, Inwentash held an aggregate of 2,585,050 common shares, 395,312 warrants, and 40,000 options of the Company representing approximately 5.6% of the issued and outstanding common shares of the Company, (or approximately 6.5% on a partially diluted basis assuming exercise of the warrants and options held). The Joint Actor held an aggregate of 1,826,800 common shares, 411,250 warrants, and convertible debentures, convertible into 208,333 common shares of the Company representing approximately 4.0% of the issued and outstanding common

shares of the Company, (or approximately 5.3% on a partially diluted basis, assuming exercise of the warrants and convertible debenture held).

Immediately following the Transaction, Inwentash and the Joint Actor owned and controlled an aggregate of 5,561,850 common shares, 1,381,562 warrants, 40,000 options, and convertible debentures, convertible into 208,333 common shares of the Company, representing approximately 10.5% of all issued and outstanding common shares of the Company (or approximately 13.1% assuming exercise of the warrants, options, and convertible debentures held). Of this total, Inwentash held an aggregate of 2,585,050 common shares, 395,312 warrants, and 40,000 options of the Company representing approximately 4.9% of the issued and outstanding common shares of the Company, (or approximately 5.6% on a partially diluted basis assuming exercise of the warrants and options held). The Joint Actor held an aggregate of 2,976,800 common shares, 986,250 warrants, and convertible debentures, convertible into 208,333 common shares of the Company representing approximately 5.6% of the issued and outstanding common shares of the Company, (or approximately 7.7% on a partially diluted basis, assuming exercise of the warrants and convertible debentures held).

**4. Consideration Paid.**

The aggregate consideration payable for the Subject Units was \$402,500, or \$0.35 per Subject Unit.

**5. Purpose of the Transaction**

The holdings of securities of the Company by Inwentash and the Joint Actors are managed for investment purposes. Inwentash and the Joint Actors may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

**6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company**

Not Applicable.

**7. Change in Material Fact.**

Not Applicable.

**8. Exemption.**

Section 2.3 of National Instrument 45-106 on the basis that Inwentash and the Joint Actor are each an “accredited investor” as defined therein.

**9. Certification**

The undersigned certifies that the information herein is true and complete in every respect.

**DATED** this 7<sup>th</sup> day of April, 2022

*“Sheldon Inwentash”*

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**Sheldon Inwentash**