Avicanna Inc.
Condensed Consolidated Interim Financial Statements
(Unaudited)
For the Three Months Ended March 31, 2022, and 2021
(Expressed in Canadian dollars, except share and per share amounts)

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

	Note		March 31, 2022		December 31, 2021
ASSETS					
Current assets					
Cash		$	1,575,620	$	31,004
Amounts receivable	4		3,024,307		2,335,828
Prepaid assets			702,486		901,292
Biological assets	5		434,272		1,083,447
Inventory	6		5,204,354		3,002,059
Total current assets			**10,941,039**		**7,353,630**
Right of use asset	9		98,127		147,192
Property and equipment	7		14,992,772		14,321,597
Intangible assets	8		263,049		299,195
Investment	11		-		180,000
Total assets		**$**	**26,294,987**	**$**	**22,301,614**
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Trade payables and accrued liabilities		$	6,589,939	$	7,289,380
Lease liability – current portion	13		102,780		156,247
Loan payable – current portion	15		753,859		1,090,107
Convertible debentures	14		1,300,083		-
Derivative liability	16		16,941		-
Due to related party	17		4,065,027		3,659,931
Total current liabilities			**12,828,629**		**12,195,665**
Loan payable	15		382,533		415,826
Deferred revenue	12		2,681,351		2,782,101
Total liabilities			**15,892,513**		**15,393,592**
Shareholders' Equity					
Share capital	18		68,628,341		66,243,911
Warrants	18		10,359,421		9,621,935
Share-based payment reserve	19		6,575,849		6,847,200
Accumulated other comprehensive loss			(2,891,042)		(4,159,392)
Deficit			(78,773,036)		(77,407,467)
Equity attributable to owners of the parent			3,899,533		1,146,187
Non-controlling interest	20		6,502,941		5,761,835
Total equity			**10,402,474**		**6,908,022**
Total liabilities and shareholders' equity		**$**	**26,294,987**	**$**	**22,301,614**

Nature of operations and going concern uncertainty – Note 1
Subsequent events – Note 25

Approved by the Board
/s/ Dr. Chandra Panchal, Chairman of the Board of Directors

/s/ John McVicar, Audit Committee Chair, Director

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

Avicanna Inc.
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss
For the Three Months Ended March 31, 2022, and 2021
Unaudited
(Expressed in Canadian Dollars)

	Note		Three months ended March 31, 2022		2021
Revenue					
Service Revenue	12	$	-	$	4,997
License Revenue	12		100,750		100,750
Product Sales			937,211		165,160
Total Revenue			**1,037,961**		**270,907**
Cost of goods sold	6		(593,752)		(90,542)
Gross margin before the undernoted			**444,209**		**180,365**
Fair value changes in biological assets included in inventory sold			23,752		(8,308)
Unrealized gain on changes in fair value of biological assets			1,332,526		231,665
Gross margin			**1,800,487**		**403,722**
Expenses					
General and administrative	22		2,045,487		2,840,555
Share-based compensation	19		153,242		171,781
Depreciation and amortization	7,8,9		253,470		265,039
Expected credit loss	4		-		41,639
Total Expenses			**(2,452,199)**		**(3,319,014)**
Other income (expenses)					
Foreign exchange gain (loss)			(10,504)		(10,474)
Gain on disposal of capital assets	7		-		53,738
Loss on revaluation of derivative liability			50,956		140,568
Other income			34,238		42,644
Interest expense	14,15		(362,054)		(132,809)
Net loss		**$**	**(939,076)**	**$**	**(3,102,761)**
Exchange differences on translation of foreign operations			1,586,563		(1,913,827)
Net comprehensive income (loss)		**$**	**643,887**	**$**	**(5,016,588)**
Net comprehensive income (loss) attributable to non – controlling interest	20		741,106		(605,548)
Net comprehensive loss attributable to Shareholders of the Company	20		(97,219)		(4,411,040)
		$	**643,887**	**$**	**(5,016,588)**
Weighted average number of common shares – basic and diluted			45,973,986		36,344,033
Net income (loss) per share – basic and diluted		$	0.01	$	(0.14)

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

Avicanna Inc.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
For the Three Months Ended March 31, 2022, and 2021
Unaudited
(Expressed in Canadian Dollars)

		Common shares		Common shares to be Issued		Warrants	Share-based payment Reserve	Deficit	Accumulated other comprehensive loss	Non-controlling interest	Total
	Note	#	$	#	$	$	$	$	$	$	$
December 31, 2021		**45,884,282**	**66,243,911**	**-**	**-**	**9,621,935**	**6,847,200**	**(77,407,467)**	**(4,159,392)**	**5,761,835**	**6,908,022**
Share based compensation	19	-	-	-	-	-	153,242	-	-	-	153,242
Settlement of RSUs	19	376,875	424,593	-	-	-	(424,593)	-	-	-	-
Issuance of shares – March 2022	18	7,210,194	1,959,837	-	-	531,231	-	-	-	-	2,491,068
Warrants issued with debentures	14	-	-	-	-	206,255	-	-	-	-	206,255
Foreign exchange translation		-	-	-	-	-	-	-	1,268,350	314,613	1,586,563
Net income (loss)		-	-	-	-	-	-	(1,365,569)	-	426,493	(939,076)
March 31, 2022		**53,471,351**	**68,628,341**	**-**	**-**	**10,359,421**	**6,575,849**	**(78,773,036)**	**(2,891,042)**	**6,502,941**	**10,402,474**
December 31, 2020		**35,871,941**	**57,355,314**	**101,722**	**113,526**	**6,780,037**	**5,916,475**	**(62,036,238)**	**(2,112,995)**	**7,893,712**	**13,909,830**
Settlement of shares to be issued	19	101,722	113,526	(101,722)	(113,526)	-	-	-	-	-	-
Share based compensation	19	-	-	-	-	-	171,781	-	-	-	171,781
Exercise of RSUs	19	104,781	136,130	10,797	9,177	-	(145,308)	-	-	-	-
Conversion of debentures	14	613,535	1,513,175	-	-	-	-	-	-	-	1,513,175
Exercise of warrants	18	99,595	124,883	-	-	(40,227)	-	-	-	-	84,656
Issuance of units	18	4,480,000	3,599,023	-	-	1,751,027	-	-	-	-	5,350,050
Forfeiture of RSUs and options	19	-	-	-	-	-	(69,793)	69,793	-	-	-
Foreign exchange translation		-	-	-	-	-	-	-	(1,369,469)	(544,358)	(1,913,827)
Net loss		-	-	-	-	-	-	(3,041,571)	-	(61,190)	(3,102,761)
March 31, 2021		**41,271,574**	**62,842,050**	**10,797**	**9,177**	**8,490,837**	**5,873,156**	**(65,008,016)**	**(3,482,464)**	**7,288,164**	**16,012,904**

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

Avicanna Inc.
Condensed Consolidated Interim Statements of Cash Flows
For the Three months Ended March 31, 2022, and 2021
Unaudited
(Expressed in Canadian Dollars)

		For the Three Months Ended March 31,	
	Note	**2022**	**2021**
Cash flows from operating activities			
Net loss		$ (939,076)	$ (3,102,761)
Depreciation and amortization	7,8,9	253,470	265,039
Interest on lease liability	13	2,770	6,927
Accretion	14,15	281,615	77,351
Share-based compensation	19	153,242	171,781
Expected credit losses	4	-	41,639
Loss (gain) on fair value of derivative liability	16	(50,956)	140,568
Recognition of deferred revenue	12	(100,750)	(100,750)
Changes in non-cash operating elements of working capital	24	(2,742,234)	(1,045,766)
Cash used in operating activities		**(3,141,919)**	**(3,545,972)**
Cash flows from investing activities			
Purchase of capital assets	7	(29,567)	-
Proceeds from disposal of capital assets	7	-	225,538
Sale of investments	11	180,000	1,250,000
Cash used in investing activities		**150,433**	**1,475,538**
Cash flows from financing activities			
Payment of lease liability	13	(56,238)	(60,711)
Increase in balance due to related parties	17	(190,779)	191,388
Repayment of loans	15	(584,015)	-
Proceeds from issuance of debentures, net of issuance costs	14	1,473,238	-
Exercise of warrants	18	-	84,656
Proceeds from issuance of shares, net of issuance costs	18	2,491,068	5,350,050
Cash provided by financing activities		**3,133,274**	**5,565,383**
Net decrease in cash		**141,788**	**3,494,949**
Effect of foreign exchange differences		1,402,828	(858,018)
Cash, beginning of year		31,004	1,266,732
Cash, end of year		**$ 1,575,620**	**$ 3,903,663**

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

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Avicanna Inc. ("Avicanna" or the "Company") was incorporated in Ontario, Canada. Avicanna is a Canadian vertically integrated biopharmaceutical company developing and driving biopharmaceutical advancements of plant-derived cannabinoid-based products with operations in both North and South America. To date, the Company has commercialized several product lines in both North and South America.

The registered office of the Company is located at 480 University Avenue, Suite 1502, Toronto, Ontario. The Company's common shares are listed under the symbol "AVCN" on the Toronto Stock Exchange ("TSX"); the OTC US exchange under the symbol "AVCNF"; and the Frankfurt Stock Exchange under the symbol "0NN".

These condensed consolidated interim financial statements have been prepared on a going concern basis which contemplates that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. These condensed consolidated interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

As of March 31, 2022, the Company has an accumulated deficit of $78,773,036 (December 31, 2021 - $77,407,467), cash of $1,575,620 (December 31, 2021 – $31,004), and a working capital deficit of $1,887,590 (December 31, 2021 – deficit of $4,842,035). Additionally, the Company incurred a net loss after taxes of $939,076 and used $3,141,919 of cash from operating activities during the three months ended on March 31, 2022. When compared to the same period in prior year, the Company incurred a net loss of $3,102,761 and used $3,545,972 of cash from operating activities. The Company will need to raise additional financing to continue operations, product development and clinical research. Although the Company has been successful in the past in obtaining financing and it believes that it will continue to be successful, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on terms that are advantageous to the Company. These material uncertainties may cast significant doubt as to the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with IFRS have been omitted or condensed. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2021.

These condensed consolidated interim financial statements were approved and authorized for issuance by the Company's Board of Directors on May 12, 2022.

Basis of presentation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for biological assets and derivative financial instruments, which are measured at fair value through profit and loss, as explained in the accounting policies below. These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency. The Company currently views the business as one operating segment but expects this to change in future periods.

Functional and presentation currency

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency of each subsidiary is presented in the table below.

2. BASIS OF PRESENTATION (CONTINUED)

Basis of consolidation

Subsidiaries are entities controlled by the Company. Control exists when the Company has power, directly or indirectly, over an entity and is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through the power it has. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date that control commences until the date that control ceases. The following is a list of the Company's operating subsidiaries.

Subsidiaries	Jurisdiction of Incorporation	Ownership Interest	Functional currency
Avicanna UK	England	100%	British Pound Sterling
Avicanna USA	United States of America	100%	United States Dollar
2516167 Ontario Inc. ("My Cannabis")	Ontario, Canada	100%	Canadian Dollar
Sigma Magdalena Canada Inc.	Ontario, Canada	60%	Canadian Dollar
Sigma Analytical Magdalena S.A.S. ("Sigma Colombia")	Republic of Colombia	60%	Colombian Peso
Santa Marta Golden Hemp S.A.S. ("SMGH")	Republic of Colombia	60%	Colombian Peso
Avicanna LATAM S.A.S.	Republic of Colombia	100%	Colombian Peso
Sativa Nativa S.A.S. ("SN")	Republic of Colombia	63%	Colombian Peso

Intragroup balances, and any unrealized gains and losses or income and expenses arising from transactions with jointly controlled entities are eliminated to the extent of the Company's interest in the entity.

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount recognized initially, plus the non-controlling interests' share of changes in the capital of the company in addition to changes in ownership interests. Total comprehensive income or loss is attributed to non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Foreign currency transactions

Foreign currency transactions are translated into Canadian dollars at exchange rates in effect on the date of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the foreign exchange rate applicable at that period-end date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss and presented within gain (loss) on foreign exchange.

Foreign currency translation

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Canadian dollars at the exchange rates at the reporting date. The income and expenses of foreign operation are translated into Canadian dollars at the dates of the transactions. Foreign currency differences due to translation are recognized in other comprehensive income ("OCI") and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interests ("NCI").

Use of judgments, estimates and assumptions

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

Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgments, apart from those involving estimations, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements:

2. BASIS OF PRESENTATION (CONTINUED)

Business combinations
Determining whether an acquisition meets the definition of a business combination or represents an asset purchase requires judgment on a case-by-case basis. As outlined in IFRS 3, the components of a business must include inputs, processes and outputs.

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgment and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of contingent consideration, if applicable. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, the Company may utilize an independent external valuation expert to develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied.

Biological assets and inventory
In calculating the fair value of the biological assets and inventory, management is required to make a number of estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, average or expected selling prices and list prices, expected yields for the cannabis plants, and oil conversion factors. Inventories of harvested cannabis are valued at the lower of cost or net realizable value. The Company estimates the net realizable value of inventories, considering the most reliable evidence available at the reporting date. The future realization of these inventories may be affected by market-driven changes that may reduce future selling prices. A change to these assumptions could impact the Company's inventory valuation and gross profit.

Estimated useful life of long-lived assets
Judgment is used to estimate each component of a long-lived asset's useful life and is based on an analysis of all pertinent factors including, but not limited to, the expected use of the asset and in the case of an intangible asset, contractual provisions that enable renewal or extension of the asset's legal or contractual life without substantial cost, and renewal history. If the estimated useful lives were incorrect, it could result in an increase or decrease in the annual amortization expense, and future impairment charges or recoveries.

Impairment of long-lived assets
When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value in use and fair value less costs to sell. 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. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate to calculate present value.

In addition to assessing evidence of possible impairment, the Company also determines whether there is any indication that a previously recognized impairment loss for an asset other than goodwill no longer exists or may have decreased. The Company determines whether there has been a change in the estimate used to determine the asset's recoverable amount since the last impairment loss is recognized.

Long-term investment
The fair value of the Company's long-term investments is subject to limitation as the financial information for private companies in which the Company holds investments may not be readily available. Adjustment to the fair value of a long-term investment is based on management's judgement and may be a result of subsequent equity financing provided by third-party investors resulting in a valuation different than the current value of the investee company, significant events and restructuring of the investment company that may result in a material impact on the Company's fair value, and financial information received from the investor company.

Fair value measurements
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

2. BASIS OF PRESENTATION (CONTINUED)

Functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the respective entity operates. Such determination involves certain judgements to identify the primary economic environment. The Company reconsiders the functional currency of its subsidiaries if there is a change in events and/or conditions which determine the primary economic environment.

Provisions

Provisions are accrued for liabilities with uncertain timing or amounts, if, in the opinion of management, it is both likely that a future event will confirm that a liability had been incurred at the date of the condensed consolidated interim financial statements and the amount can be reasonably estimated. In cases where it is not possible to determine whether such a liability has occurred, or to reasonably estimate the amount of loss until the performance of some future event, no accrual is made until that time. In the ordinary course of business, the Company may be party to legal proceedings which include claims for monetary damages asserted against the Company. The adequacy of provisions is regularly assessed as new information becomes available.

Leases

The Company exercises judgment when contracts are entered into that may give rise to a right-of-use asset that would be accounted for as a lease. Judgment is required in determining the appropriate lease term on a lease-by-lease basis. The Company considers all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option at inception and over the term of the lease, including investments in major leaseholds, operating performance, and changed circumstances. The periods covered by renewal or termination options are only included in the lease term if the Company is reasonably certain to exercise that option.

Income tax provisions

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. Judgment is required in determining whether deferred income tax assets and liabilities are recognized on the condensed consolidated interim statement of financial position. Deferred income tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate future taxable income in order to utilize the deferred income tax assets. Estimates of future taxable income are based on forecasted cash flows from operations or other activities. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred income tax assets recorded on the reporting date could be impacted.

The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Determination of share-based payments

The estimation of share-based payments (including warrants and stock options) requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The model used by the Company is the Black-Scholes valuation model at the date of the grant. The Company makes estimates as to the volatility, the expected life, dividend yield and the time of exercise, as applicable. The expected volatility is based on the average volatility of share prices of similar companies over the period of the expected life of the applicable warrants and stock options. The expected life is based on historical data. These estimates may not necessarily be indicative of future actual patterns.

3. SIGNIFICANT ACCOUNTING POLICIES

These interim condensed consolidation financial statements have been prepared in accordance with the accounting policies adopted in the Company's most recent annual consolidated financial statements for the year ended December 31, 2021.

(Expressed in Canadian dollars, except share and per share amounts)

4. AMOUNTS RECEIVABLE

		March 31, 2022		December 31, 2021
Trade and other receivables	$	2,060,100	$	1,130,087
Sales tax receivable		1,846,437		2,088,844
Expected credit loss provision		(882,230)		(883,103)
Total amounts receivable	**$**	**3,024,307**	**$**	**2,335,828**

5. BIOLOGICAL ASSETS

Biological assets consist of cannabis on plants. The changes in the carrying value of biological assets are as follows:

		March 31, 2022		December 31, 2021
Opening balance	$	1,083,447	$	650,780
Production costs capitalized		145,534		501,975
Gain in fair value less costs to sell due to biological transformation		1,357,215		1,522,038
Transferred to inventory upon harvest		(2,214,269)		(1,498,034)
Foreign exchange translation		62,345		(93,312)
Ending balance	**$**	**434,272**	**$**	**1,083,447**

The Company measures its biological assets at their fair value less costs to sell. This is determined using a model which estimates the expected harvest yield in grams for plants and seeds currently being cultivated, and then adjusts that amount for the expected selling price less costs to sell per gram. During the period, the Company also cultivated seeds which have been transferred into inventory.

The fair value measurements for biological assets have been categorized as Level 3 fair values based on the inputs to the valuation technique used. The Company's method of accounting for biological assets attributes value accretion on a straight-line basis throughout the life of the biological asset from initial cloning to the point of harvest.

The following table quantifies each significant unobservable input and provides the impact that a 10% increase/decrease in each input would have on the fair value of biological assets.

Assumptions: THC Resin	As of March 31, 2022 Input	As of March 31, 2022 Effect on Fair Value	As of December 31, 2021 Input	As of December 31, 2021 Effect on Fair Value
THC Resin Yield	12.6%	$47,992	12.0%	$100,963
THC Resin Price (USD/KG)	$5,189	$47,186	$5,189	$102,689
Weighted average of expected loss of plants until harvest [i]	.3%	$114	6.7%	$3,135
Expected yields for cannabis plants (average grams per plant)	155	$42,637	145	$90,078
Weighted average number of growing weeks completed as a percentage of total growing weeks as at period end	74.0%	$42,637	50%	$90,078
Estimated fair value less costs to complete and sell (per gram) [ii]	$0.73	$43,496	$0.65	$94,325
After harvest cost to complete and sell (per gram)	$0.01	$859	$0.04	$4,247

(Expressed in Canadian dollars, except share and per share amounts)

5. BIOLOGICAL ASSETS (CONTINUED)

Assumptions: CBD Isolate	As of March 31, 2022		As of December 31, 2021	
	Input	Effect on Fair Value	Input	Effect on Fair Value
CBD Isolate Yield	4.2%	($857)	-	-
CBD Isolate Price (USD/KG)	$1,425	($913)	-	-
Weighted average of expected loss of plants until harvest [i]	12.7%	$151	-	-
Expected yields for cannabis plants (average grams per plant)	155	$1,040	-	-
Weighted average number of growing weeks completed as a percentage of total growing weeks as at period end	16%	$1,040	-	-
Estimated fair value less costs to complete and sell (per gram) [ii]	($0.03)	$363	-	-
After harvest cost to complete and sell (per gram)	($0.05)	$677	-	-

[i] Weighted average of expected loss of plants until harvest represents loss via plants that do not survive to the point of harvest. It does not include any financial loss on a surviving plant.

[ii] The estimated fair value less costs to complete and sell (per gram/unit) represents the expected sales price for the Company's active ingredients including isolate and resins less the remaining costs to complete and sell that product as finished product which is inclusive of all production activities.

These estimates are subject to volatility in market prices and several uncontrollable factors, which could significantly affect the fair value of biological assets in future periods.

The Company estimates the harvest yields for cannabis at various stages of growth. As of March 31, 2022, it is expected that the Company's cannabis plant biological assets will yield approximately 1,604,785 grams of dry cannabis (December 31, 2021 – 4,022,145 grams) in Santa Marta Golden Hemp. As of March 31, 2022, Sativa Nativa is only growing R&D batches to enhance its genetic base.

The Company has decided not to value, at fair value, certain seeds batches given the novelty of the market in which it will trade once harvested.

The Company's estimates are, by their nature, subject to change and differences from the anticipated yield will be reflected in the gain or loss on biological assets in future periods.

An unrealized gain on biological assets of $1,332,526 was included in cost of goods sold for the three months ended March 31, 2022 (March 31, 2021 – $231,665).

(Expressed in Canadian dollars, except share and per share amounts)

6. INVENTORY

	Capitalized Cost	Biological assets fair value adjustment	Impairment	Carrying Value
Harvested Cannabis				
Seeds	$ 358,578	$ -	$ (358,578)	$ -
Wet Flower	21,449	53,230	(5,547)	69,132
Dried Flower	422,083	2,850,443	(221,937)	3,050,589
	802,110	**2,903,673**	**(586,062)**	**3,119,721**
Active Pharmaceutical Ingredients				
Work in process	592,346	330,338	(349,107)	573,577
Finished goods	31,562	(24,392)	(7,170)	-
	623,908	**305,946**	**(356,277)**	**573,577**
Supplies and consumables	**1,633,854**	**-**	**(441,128)**	**1,192,726**
Finished goods	**406,248**	**-**	**(87,918)**	**318,330**
March 31, 2022	**$ 3,466,120**	**$ 3,209,619**	**$ (1,471,385)**	**$ 5,204,354**

	Capitalized Cost	Biological assets fair value adjustment	Impairment	Carrying Value
Harvested Cannabis				
Seeds	$ 322,552	$ -	$ (339,072)	$ (16,520)
Wet Flower	113,909	204,705	(33,940)	284,674
Dried Flower	232,181	680,139	(179,397)	732,923
	668,642	**884,844**	**(552,409)**	**1,001,077**
Active Pharmaceutical Ingredients				
Work in process	548,276	229,329	(407,163)	370,442
Finished goods	70,013	(51,633)	(18,380)	-
	618,289	**177,696**	**(425,543)**	**370,442**
Supplies and consumables	**1,420,053**	**-**	**(394,399)**	**1,025,654**
Finished goods	**688,221**	**-**	**(83,335)**	**604,886**
December 31, 2021	**$ 3,395,205**	**$ 1,062,540**	**$ (1,455,686)**	**$ 3,002,059**

As of March 31, 2022, the Company had accumulated cost impairment of $1,471,384 (December 31, 2021 - $1,455,686), due to the costs capitalized exceeding the net realizable value of the inventory. The impairment recovery has been included in cost of goods sold.

The value of inventory transferred to cost of goods sold during the three months ended March 31, 2022, was $637,316, (March 31, 2021 - $90,542).

(Expressed in Canadian dollars, except share and per share amounts)

7. PROPERTY AND EQUIPMENT

	Equipment $	Land $	Construction in Progress $	Infrastructure and Buildings $	Total $
Cost					
December 31, 2021	5,416,451	7,785,272	261,968	2,199,845	15,663,536
Additions	427	-	-	29,140	29,567
Disposals	-	-	-	-	-
Foreign exchange translation	271,613	499,648	(36,922)	120,931	855,270
March 31, 2022	**5,688,161**	**8,284,920**	**225,376**	**2,349,916**	**15,548,373**
Accumulated Depreciation					
December 31, 2021	1,040,960	-	-	300,979	1,341,939
Depreciation	114,616	-	-	52,327	166,943
Disposals	-	-	-	-	-
Foreign exchange translation	32,020	-	-	14,699	46,719
March 31, 2022	**1,187,596**	**-**	**-**	**368,005**	**1,555,601**
Net Book Value					
December 31, 2021	4,375,491	7,785,272	261,968	1,989,866	14,321,597
March 31, 2022	**4,500,565**	**8,284,920**	**225,377**	**1,981,911**	**14,992,772**

During the three months ended March 31, 2022, the Company recognized depreciation expense on its property and equipment of $166,943(March 31, 2021 - $167,199).

8. INTANGIBLE ASSETS

	Customer Relationships $	Ecommerce Platform $	Licenses and Permits $	Software Licenses $	Intellectual Property $	Total $
Cost						
December 31, 2021	141,327	455,994	43,549	88,115	88,890	817,875
Additions	-	-	-	-	-	-
Foreign exchange translation	-	-	2,506	5,070	5,115	12,691
March 31, 2022	**141,327**	**455,994**	**46,055**	**93,185**	**94,005**	**830,556**
Accumulated Amortization						
December 31, 2021	124,878	194,700	38,215	77,886	83,001	518,680
Amortization	7,066	22,800	2,010	3,044	2,542	37,462
Foreign exchange translation	-	-	2,239	3,914	5,222	11,375
March 31, 2022	**131,944**	**217,500**	**42,464**	**84,845**	**90,765**	**567,517**
Net Book Value						
December 31, 2021	16,449	261,294	5,335	10,228	5,889	299,195
March 31, 2022	**9,383**	**238,494**	**3,592**	**8,340**	**3,240**	**263,049**

During the three months ended March 31, 2022, the Company recognized amortization on its intangible assets of $37,462 (March 31, 2021 - $48,775).

(Expressed in Canadian dollars, except share and per share amounts)

9. RIGHT OF USE ASSETS

As of March 31, 2022 and December 31, 2021, the Company's right of use asset consisted of the following:

		March 31, 2022		December 31, 2021
Cost				
Opening balance	$	670,549	$	670,549
Additions		-		-
Ending balance	$	670,549	$	670,549
Accumulated Amortization				
Opening balance	$	523,357	$	327,097
Depreciation		49,065		196,260
Ending balance	$	572,422	$	523,357
Net Book Value	**$**	**98,127**	**$**	**147,192**

During the three months ended March 31, 2022, the Company recognized depreciation on its right of use assets of $49,065 (March 31, 2021 - $49,065).

10. DERIVATIVE ASSET

		March 31, 2022		December 31, 2021
Opening balance	$	-	$	526,312
Change in fair value		-		(526,312)
Ending Balance	**$**	**-**	**$**	**-**

On November 26, 2019, the Company entered into a license agreement (the "License Agreement") with LC2019, Inc. ("LC2019") pursuant to which the Company has agreed to license certain proprietary formulations and brand elements to LC2019 for commercialization in the United States. As consideration for entering into the License Agreement, LC2019 and its shareholders have entered into a definitive option agreement (the "Option Agreement") that grants the Company the option (the "Option") to acquire 100 percent of the issued and outstanding shares of LC2019. The Option is exercisable in the event that cannabis cultivation, processing, distribution and possession becomes federally legal in the United States (the "Triggering Event"), within 10 years from the grant date. The Company may elect to exercise the Option prior to the occurrence of the Triggering Event in its sole discretion or to assign the Option at any time. As of September 30, 2021, the option has not been exercised.

Pursuant to the terms of the Option Agreement, upon the occurrence of the Triggering Event, the Company will exercise the Option and purchase all of the issued and outstanding shares of LC2019, as follows: (i) all of the issued and outstanding Class A shares at a nominal amount; (ii) all of the issued and outstanding Class B shares at the applicable subscription price; and (iii) all of the issued and outstanding Class C shares for up to 10% of the increase in the fair market value of LC2019 between the date of the Option Agreement and the date that the Company provides notice of exercise to LC2019, up to a maximum aggregate amount of $10,000,000. The Company is entitled to elect to satisfy the purchase price in cash or through the issuance of common shares of the Company, in its sole discretion, subject to the approval of, and in accordance with the policies of, the TSX.

The Option was classified as a derivative financial instrument and was initially recorded at its fair value of $3,780,000. As of March 31, 2022, the fair value of the Option was $nil (December 31, 2021 - $526,312).

(Expressed in Canadian dollars, except share and per share amounts)

11. LONG-TERM INVESTMENT

		March 31, 2022		December 31, 2021
Balance at the beginning of the year	$	180,000	$	518,213
Unrealized (loss) gain on change in fair value		-		(338,213)
Disposition of long-term investment		(180,000)		-
Ending balance	**$**	**-**	**$**	**180,000**

Long-term investment consists of 720,000 shares in Southern Sun Pharma ("Southern Sun") purchased for a total cost of $72. During the year ended December 31, 2020, Southern Sun completed a financing through the sale of units at $1.25 per unit. Each unit was comprised of one common share and one-half common share purchase warrant. Each whole warrant entitled the holder to purchase an additional share at $1.50 at any time up to 18 months following the closing date. Due to this financing, the Company recognized an unrealized gain from the change in fair value of $518,141. The Company used an iterative calculation based on the Black-Scholes options pricing model to allocate the subscription price between the half-warrant and the common share. The residual value of each common share was valued at $1.08; the Company further applied a discount of 7.5 % for the lack of marketability of this investment.

On February 2, 2022, all shares owned by the Company were redeemed by Southern Sun. The shares were redeemed for $0.25 per share for gross proceeds of $180,000. The Company recognized an unrealized loss on the value of these shares of $338,213 during the year ended December 31, 2021.

12. DEFERRED REVENUE

		March 31, 2022		December 31, 2021
Opening balance	$	2,782,101	$	3,260,101
Additions		-		-
Revenue recognized		(100,750)		(478,000)
Ending Balance	**$**	**2,681,351**	**$**	**2,782,101**

[i] Pursuant to the terms of the License Agreement with LC2019, the Company transfers brand/ trademark as well as intellectual property related to product development. For LC2019 to benefit from the brand, there are activities that the Company would need to perform to support and maintain the value of the brand/ trademark. As ongoing activities are required to maintain the brand, the license to the brand/ trademark would be considered a right to access and therefore would be recognized over time. In addition, given the license is for cannabis related to product development, the Company meets the criteria for right of use of intellectual property and recognize at a point time. However, IFRS 15 states that revenue cannot be recognized for a license that provides a right to use intellectual property before the period during which the customer is able to use and benefit from the license. As cannabis remains federally illegal in the US, there exists restrictions in the benefits that the Company can derive from this license. Consequently, the revenue derived from the above license has been recognized as deferred revenue to be recognized into revenue evenly over a period of ten years. In relation to this contract, the Company recognized $94,500 as license revenue for the three months ended March 31, 2022, (March 31, 2021 - $94,500).

[ii] On August 11, 2020, the Company entered into an exclusive Distribution Agreement with a third-party, granting them the exclusive right to promote, market and sell the Company's products. The Company received $250,000 as consideration of the exclusivity partnership for a period of five years plus an automatic renewal period of five years (the "Exclusivity Fee"). The Company determined that its performance obligation with regards to the contract occurs over a period of time and therefore, revenue is to be recognized straight-line over a ten-year period based on the term of the contract and the automatic term renewal. In relation to this contract, the Company recognized $6,250 into License Revenue for the three months ended March 31, 2022, (March 31, 2021 - $6,250).

(Expressed in Canadian dollars, except share and per share amounts)

13. LEASE LIABILITY

As of March 31, 2022 and December 31, 2021, the lease liability consisted of the following:

		March 31, 2022		December 31, 2021
Opening balance	$	**156,247**	$	**364,216**
Interest incurred on lease liability		2,770		21,486
Lease payments		(56,237)		(229,455)
Ending balance	$	**102,780**	$	**156,247**
Lease liability – current portion		102,780		156,247
Lease liability – noncurrent portion		-		-

The Company has lease liabilities for leases related to its corporate offices. The weighted average discount rate for the three months ended March 31, 2022, was 8% percent.

The total future minimum rent payable under the Company's lease on March 31, 2022, was as follows:

Due in less than 1 year	$	112,745
Due between 1 and 2 years		-
Total lease payments		112,745
Amounts representing interest over the term of the lease		(9,695)
Present value of minimum lease payments	**$**	**102,780**

14. CONVERTIBLE DEBENTURES

The following table is a break down of the convertible debenture balance on initial recognition and subsequent accretion:

		March 31, 2022		December 31, 2021
Opening balance	$	-	$	1,573,695
Additions		1,199,085		-
Accretion expense		100,998		145,839
Converted to common shares		-		(1,172,639)
Repayments		-		(546,895)
Ending Balance	**$**	**1,300,083**	**$**	**-**

(i) On March 1, 2019, the Company completed a convertible debenture offering and raised gross proceeds of $783,000. The debentures incurred interest at 8.0% per annum and had a maturity date of March 1, 2021. Each debenture was convertible, at the option of the holder, at any time before the maturity date, into fully paid and non-assessable common shares at the conversion price, representing a conversion rate of 125 common shares per $1,000 of principal, subject to adjustment in accordance with the debenture certificates. On March 1, 2021, the principal of these debentures, and accrued interest of $125,280, were converted into 113,535 common shares.

(ii) On November 2, 2020, the Company completed a convertible debenture offering and raised gross proceeds of $1,100,000. The debentures bear interest at 8.0% per annum and have a maturity date one year from the date of the issuance of the debentures on November 2, 2021. The first year of interest payable will be capitalized into and added to the principal amount under the Debenture on the date of issuance. Each debenture is convertible in whole or in part, any time while any principal amount or interest remains outstanding, into common shares of the Corporation at $1.00 per share.

(Expressed in Canadian dollars, except share and per share amounts)

14. CONVERTIBLE DEBENTURES (CONTINUED)

Additionally, each subscriber received one common share purchase warrant per $2.00 of principal for a period of two years from the date of issuance of the warrants, subject to the Company's right to accelerate the expiry date of the warrants in the event that the daily volume weighted average trading price is equal to or exceeds $2.00 on the TSX for a minimum of 10 consecutive trading days. Each whole warrant entitles the holder to acquire one common share of the Company at a price of $1.50 per common share. Between the issuance date and the date that is 60 days from the issuance date, if the Company issues common shares or securities convertible into common shares at a price or exercise price below $0.80 then the conversion price would be reduced to match that price or exercise price.

The debentures and warrants issued pursuant to the Offering are subject to a statutory hold period in Canada of four months and one day following the closing of the Offering.

Additionally, the Company incurred $199,926 in issuance costs in connection with this offering of convertible debentures. These costs were capitalized with debt and will be accreted over the term of the debentures.

A portion of proceeds is allocated to the conversion option and warrants based on the respective fair values of each instrument. The company used the Black-Scholes option pricing model to determine the fair value using the following assumptions: risk-free rate of 0.24-0.26%, volatility of 40% based on comparative companies, a discount for lack of marketability due to the four-month restriction period from the issuance date, and the maturity and exercise prices of the respective options.

As a result, the Company recognized the following:

Convertible debenture	$	754,923
Issuance Costs		199,926
Derivative liability (Note 16)		145,151
	$	**1,100,000**

During the three months ended March 31, 2022, the Company recognized accretion expense of $nil (March 31, 2021 - $77,351) and interest expense of $nil (March 31, 2021 - $31,824) in relation to these convertible debentures.

On February 25, 2021, holders of the convertible debenture exercised $200,000 of principal into 200,000 Common Shares of the Company and on March 17, 2021, an additional $300,000 of principal into 300,000 common shares were issued on the exercise of convertible debentures. On April 5, 2021, the Company repaid $300,000 of the principal amount.

(ii) On January 28, 2022, the Company completed a convertible debenture offering through the issuance of 1,938 convertible debenture units, issued at a price of $800 per unit for gross proceeds of $1,550,400. Each debenture unit consists of an aggregate of $1,000 principal of secured subordinated convertible debentures of 545 common share purchase warrants.

The debentures will mature one year following the closing date. Each debenture shall be convertible at any time following the date that is six months from the closing date, at the option of the holder, into common shares at a price of: (A) $1.20 per share, if converted between the period commencing six months from the closing date and ending on the second business day prior to the maturity date; or (B) $0.85 per share, if converted anytime after the second business day prior to the maturity date. The debentures will not bear interest prior to the Maturity Date, after which they will bear interest at a rate of 15%.

Each common share purchase warrant is exercisable into one common share at a price of $1.10 per share for a period of three year from the closing date.

(Expressed in Canadian dollars, except share and per share amounts)

14. CONVERTIBLE DEBENTURES (CONTINUED)

The portion of the proceeds will be allocated to the warrants and the conversion option, which has been accounted for as a derivative liability. The fair value assigned to the warrants was $206,255 and was determined using the Black-Scholes Option Pricing Model using the following variables: risk-free rate of 1.4%, volatility of 95.3%, expected life of 3 years, dividend yield 0% and share price of $0.47. Refer to note 16 for details on the fair value of the conversion option.

Convertible debenture	$	1,199,085
Issuance Costs		77,162
Warrants		206,255
Derivative liability (Note 16)		67,897
	$	**1,550,400**

During the three months ended March 31, 2022, the Company recognized accretion expense of $100,998 (March 31, 2021 - $nil) and interest expense of $nil (March 31, 2021 - $nil) in relation to these convertible debentures.

15. LOANS PAYABLE

		March 31, 2022		December 31, 2021
Opening balance	$	1,505,933	$	-
Additions:				
Term loan		-		1,122,940
Bank loan		-		659,086
Repayments		(584,015)		(544,245)
Accretion		180,618		297,198
Foreign exchange translation		33,856		(29,046)
Ending Balance	**$**	**1,136,392**	**$**	**1,505,933**
Current	**$**	**753,859**	**$**	1,090,107
Non-current	**$**	**382,533**	**$**	415,826

Term loan

On August 18, 2021, the Company entered into a term loan agreement for principal of $2,118,000, incurring 5% interest for a term of 13 months. The loan principal is to be repaid in 12 equal monthly payments, beginning 2 months after the issuance date. The balance was recognized net of the following discounts and issuance costs:

Principal	$	2,118,000
Discount		(318,000)
Issuance Costs		(100,000)
Warrants		(577,060)
	$	**1,122,940**

As part of the term loan agreement, the Company issued 1,636,364 common share purchase warrants to the lender, exercisable into common shares of the Company for 3 years from the date of issuance at a price of $1.10 per common share. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: risk-free rate of 0.55%, volatility of 98%, expected life of 1.5 years, dividend yield 0% and share price of $1.08.

During the three months ended March 31, 2022, the Company incurred accretion expense of $180,618 (March 31, 2021 - $nil) and interest expense of $16,134 (March 31, 2021 - $nil) in relation to this loan.

(Expressed in Canadian dollars, except share and per share amounts)

15. LOANS PAYABLE (CONTINUED)

Bank loan

On October 28, 2021, the Company's majority owned subsidiary, SMGH, received a bank loan from a financial institution in Colombia. SMGH borrowed principal of $659,086 (COL$2,000,000,000), incurring interest at 8.3% over a term of 3 years. The loan is to be repaid in 12 quarterly payments over the life of the loan.

During the year ended March 31, 2022, the Company incurred interest expense of $12,977 (March 31, 2021 - $nil) in relation to this loan.

16. DERIVATIVE LIABILITIES

		March 31, 2022		December 31, 2021
Opening balance	$	-	$	145,151
Additions		67,897		-
Repayment on convertible debenture		-		(79,789)
Conversions		-		(204,266)
Loss on change in fair value		(50,956)		138,904
Ending Balance	**$**	**16,941**	**$**	**-**

On November 2, 2020, the Company completed a convertible debenture offering (note 14). The Conversion Option and the warrants issued in relation to the convertible debentures was determined to represent a derivative liability. A portion of the proceeds was allocated to this financial instrument based on its respective fair value. At inception, the Company used the Black-Scholes option pricing model to determine the fair value using the following assumptions: risk-free rate of 0.26%, volatility of 40% based on comparative companies, a discount for lack of marketability due to the four-month restriction period from the issuance date, and the maturity and exercise prices of the respective options. As a result, the Company recognized, a derivative liability of $145,151, representing the conversion option of $111,297 and warrants of $33,854.

On February 25, 2021, a fair value of $72,714 was transferred to share capital on the conversion of debentures into 200,000 common shares. On March 17,2021, a fair value of $89,575 was transferred to share capital on the conversion of debentures into 300,000 common shares. As of March 31, 2022, and December 31, 2021, the fair value of the derivative liability was $nil.

On January 28, 2022, the Company completed a convertible debenture offering (note 14). As there are more than one conversion price that investors can exercise at, the conversion option does not meet the fixed-for-fixed criteria under IFRS 9, and therefore is accounted for as a derivative liability at fair value through profit or loss. On the date of issuance, the conversion option has a calculated fair value of $67,897 which was determined using the Black-Scholes option pricing model with the following variables: risk-free rate of 0.98%, volatility of 63.2%, expected life of 1 year, dividend yield 0% and share price of $0.47, exercise price of $0.85 - $1.20. As of March 31, 2022, the conversion option was determined to have a fair value of $16,951, therefore a gain on the change in fair value of $50,956 was recognized (March 31, 2021 – loss of $140,568).

17. RELATED PARTY TRANSACTIONS

The following outlines amounts that were paid to officers of the Company.

		Three months ended March 31, 2022		Three months ended March 31, 2021
Salaries	$	183,125	$	190,000
Share-based compensation		83,770		147,832
	$	**266,895**	**$**	**337,832**

Salaries and shared based compensation include compensation paid to key management personnel. The Company defines key management personnel as the Chief Executive Officer, Chief Legal Officer, Chief Financial Officer, and President of LATAM.

(Expressed in Canadian dollars, except share and per share amounts)

17. RELATED PARTY TRANSACTIONS (CONTINUED)

Additionally, as of March 31, 2022, the Company accumulated advances from certain related parties who represent the minority shareholders of SMGH and Sativa Nativa in the amount of $4,065,027 (December 31, 2021- $3,659,931). The advances relate to minority partners contributions towards the expansion of cultivation facilities. The balance owed to the related party is interest free. As these amounts become due, the outstanding balances are converted into common shares of SMGH, consistent with current ownership splits. During the three months ended March 31, 2022, $nil was converted into equity in SMGH (December 31, 2021 - $nil).

Changes in the balances are disclosed in the following table:

		March 31, 2022		December 31, 2021
Opening Balance	$	3,659,931	$	4,319,545
Additions		-		68,120
Foreign exchange		405,096		(727,734)
Ending Balance	**$**	**4,065,027**	**$**	**3,659,931**

18. SHARE CAPITAL

Authorized and outstanding share capital:

The authorized share capital of the Company consists of an unlimited number of common shares and unlimited number of preferred shares with no par value. As of March 31, 2022, the Company had 53,471,351 common shares issued and outstanding (December 31, 2021 – 45,884,282).

[i] On February 25, 2021, 99,595 common shares were issued on the exercise of common share purchase warrants. A total of 99,595 warrants were exercised at a price of $0.85 per common share for gross proceeds of $84,656. The common share purchase warrants exercised held a fair value of $40,227.

[ii] On March 4, 2021, the Company issued an aggregate of 4,480,000 Units (the "Units") at a price of $1.25 per Unit for net proceeds of $5,350,050, comprised of aggregate gross proceeds of $5,600,000 less share issuance costs of $249,950. Each Unit was comprised of one (1) common share in the capital of the Company and one (1) common share purchase warrant ("Warrant"). Each Warrant is exercisable into one common share in the capital of the Company at a price of $1.75 until March 4, 2024.

The net proceeds of $5,350,050 were allocated between the common shares and the warrants by determining the fair value of the warrants, and allocating the residual to the common shares as follows:

Common shares	$	3,599,023
Warrants		1,751,027
	$	**5,350,050**

The fair value of the common share purchase warrants was determined using the Black-Scholes option pricing model with a market price per common share of $1.17, a risk-free interest rate of 1.62%, an expected annualized volatility of 90% and expected dividend yield of 0%.

[iii] On October 19, 2021, the Company issued an aggregate of 4,587,022 Units (the "Units") at a price of $0.85 per Unit for net proceeds of $3,740,642, comprised of aggregate gross proceeds of $3,898,969 less share issuance costs of $158,327. Each Unit was comprised of one (1) common share in the capital of the Company and one-half common share purchase warrant ("Warrant"). Each whole Warrant is exercisable into one common share in the capital of the Company at a price of $1.10 until October 19, 2024.

(Expressed in Canadian dollars, except share and per share amounts)

18. SHARE CAPITAL (CONTINUED)

The net proceeds of $3,740,642 were allocated between the common shares and the warrants by determining the fair value of the warrants, and allocating the residual to the common shares as follows:

Common shares	$	3,186,604
Warrants		554,038
	$	**3,740,642**

The fair value of the common share purchase warrants was determined using the Black-Scholes option pricing model with a market price per common share of $0.85, a risk-free interest rate of 0.74%, an expected annualized volatility of 96% and expected dividend yield of 0%.

[iv] On March 31, 2022, the Company issued an aggregate of 7,210,194 Units at a price of $0.35 per Unit for net proceeds of $2,491,068, comprised of aggregate gross proceeds of $2,523,568 less share issuance costs of $32,500. Each Unit was comprised of one (1) common share in the capital of the Company and one-half common share purchase warrant. Each whole Warrant is exercisable into one common share in the capital of the Company at a price of $0.40 until March 31, 2025.

As compensation related to this financing, the Company issued 92,857 broker warrants, exercisable into one common share in the capital of the Company at a price of $0.40 until March 31, 2025.

The net proceeds of $2,491,068 were allocated between the common shares and the warrants by determining the fair value of the warrants, and allocating the residual to the common shares as follows:

Common shares	$	1,959,837
Warrants		517,892
Broker warrants		13,339
	$	**2,491,068**

The fair value of the common share purchase warrants was determined using the Black-Scholes option pricing model with a market price per common share of $0.35, a risk-free interest rate of 2.28%, an expected annualized volatility of 94.73% and expected dividend yield of 0%.

Warrant Reserve

As of March 31, 2022, the following warrants were outstanding and exercisable:

	Warrants	**Weighted average exercise price**
	#	$
Outstanding as of December 31, 2020	**7,800,048**	**2.62**
Warrants issued	8,409,875	0.82
Warrants exercised	(99,595)	0.01
Warrants expired	(1,245,713)	0.82
Outstanding as of December 31, 2021	**14,864,615**	**1.40**
Warrants issued	4,754,160	0.14
Outstanding as of March 31, 2022	**19,618,775**	**1.19**

(Expressed in Canadian dollars, except share and per share amounts)

18. SHARE CAPITAL (CONTINUED)

The following table is a summary of the Company's warrants outstanding as of March 31, 2022:

	Warrants Outstanding		Warrants Exercisable	
Exercise price range $	**Number outstanding** #	**Weighted average remaining life** (years)	**Weighted average exercise price** $	**Number exercisable** #
0.85	240,235	0.02	0.02	240,235
1.00	25,000	0.00	0.00	25,000
1.20	4,642,325	0.68	0.44	4,642,325
1.50	550,000	0.05	0.07	550,000
1.75	4,480,000	0.87	0.62	4,480,000
2.00	997,180	0.07	0.16	997,180
1.10	3,929,875	0.49	0.22	3,929,875
0.40	3,697,950	0.57	0.13	3,697,950
Balance March 31, 2022	**19,618,775**	**2.01**	**1.19**	**19,618,775**

19. SHARE BASED PAYMENT RESERVE AND STOCK OPTIONS

The Company has established a stock option plan (the "Option Plan") for directors, officers, employees, and consultants of the Company. The Company's Board of Directors determines, among other things, the eligibility of individuals to participate in the Option Plan and the term, vesting periods, and the exercise price of options granted to individuals under the Option Plan.

Each share option converts into one common share of the Company on exercise. No amounts are paid or payable by the individual on receipt of the option. The options carry neither the right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The Company's Option Plan provides that the number of common shares reserved for issuance may not exceed 10% of the number of common shares outstanding. If any options terminate, expire, or are cancelled as contemplated by the Option Plan, the number of options so terminated, expired, or cancelled shall again be available under the Option Plan.

[i] Measurement of fair values

There were no options issued during the three months ended March 31, 2022. The fair value of share options granted during the year ended December 31, 2021, was estimated at the date of grant using the Black Scholes option pricing model using the following inputs:

	2021
Grant date share price	$0.85
Exercise price	$1.00
Expected dividend yield	0%
Risk-free interest rate	0.74%
Expected option life	6 years
Expected volatility	96%

(Expressed in Canadian dollars, except share and per share amounts)

19. SHARE BASED PAYMENT RESERVE AND STOCK OPTIONS (CONTINUED)

Employee and non-employee options

Expected volatility was estimated by using the historical volatility of other actively traded public companies that the Company considers comparable that have trading and volatility history. The expected option life represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on Canada government bonds with a remaining term equal to the expected life of the options.

	Options	Weighted average exercise price
	#	$
Outstanding on December 31, 2020	**1,952,667**	**2.94**
Options issued	320,000	1.00
Options cancelled and forfeited	(776,178)	3.15
Outstanding on December 31, 2021	**1,496,489**	**2.39**
Outstanding on March 31, 2022	**1,496,489**	**2.39**

During the three months ended March 31, 2022, the Company recognized a total share-based compensation expense relating to options of $53,617 (March 31, 2021 - $125,596).

The following table is a summary of the Company's share options outstanding as of March 31, 2022:

	Options Outstanding		Options Exercisable	
Exercise price range	**Number outstanding**	**Weighted average remaining life**	**Weighted average exercise price**	**Number exercisable**
$	#	(years)	$	#
1.00	713,000	2.25	0.48	376,250
1.24	7,500	0.02	0.01	7,500
1.39	13,000	0.03	0.03	7,583
2.00	265,000	0.53	0.35	265,000
2.50	85,194	0.41	0.14	28,898
2.75	222,700	0.57	0.41	74,233
5.00	14,595	0.00	0.05	13,562
7.30	2,000	0.00	0.01	2,000
8.00	173,500	0.42	0.93	173,500
March 31, 2022	**1,496,489**	**3.05**	**2.39**	**948,526**

(Expressed in Canadian dollars, except share and per share amounts)

19. SHARE BASED PAYMENT RESERVE AND STOCK OPTIONS (CONTINUED)

Restricted Stock Units

The following table summarized the continuity of the Company's RSUs:

	RSUs Issued	**Weighted average issue price**
	#	$
Outstanding on December 31, 2020	**440,636**	**2.30**
RSUs vested	(232,190)	1.96
RSUs issued	713,748	1.25
RSUs forfeited and cancelled	(180,186)	0.74
Outstanding on December 31, 2021	**742,008**	**1.45**
RSUs vested [i]	(376,874)	1.13
RSUs issued [ii]	100,000	0.32
Outstanding on March 31, 2022	**465,134**	**1.48**

[i] During the three months ended March 31, 2022, 374,874 common shares were issued on the vesting of restricted stock units. The grant price of the exercised units ranged from $0.32 to $1.25.
[ii] During the three months ended March 31, 2022, 100,000 restricted stock units were issued with a fair value of $0.32 per unit.

During the three months ended March 31, 2022, the Company recognized a total share-based compensation expense relating to restricted stock units of $99,625 (March 31, 2021 - $46,185).

Share based compensation is comprised of the following:

	For the three months ended March 31,			
		2022		**2021**
Stock options	$	53,617	$	125,596
Restricted Stock Units		99,625		46,185
	$	**153,242**	**$**	**171,781**

20. NON-CONTROLLING INTEREST

		March 31, 2022		**December 31, 2021**
Opening Balance	$	5,761,835	$	7,893,712
Foreign translation		314,613		(728,566)
Net loss attributed to non-controlling interest		426,493		(1,403,311)
Ending Balance	**$**	**6,502,941**	**$**	**5,761,835**

(Expressed in Canadian dollars, except share and per share amounts)

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from deposits with banks and outstanding receivables. The Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

As of March 31, 2022, $2,060,100 in trade and other receivables remained outstanding (December 31, 2021 - $1,130,187). The Company applies the simplified approach to providing for expected credit losses as prescribed by IFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. The loss allowance is based on the Company's historical collection and loss experience and incorporates forward looking factors, where appropriate.

A summary of aged trade and other receivables is included below:

March 31, 2022	Current	1 - 30	31 - 60	61 - 90	90 +	Total
	$	$	$	$	$	$
Trade and other receivables	671,787	708,209	331,963	231,730	416,411	2,060,100

December 31, 2021	Current	1 - 30	31 - 60	61 - 90	90 +	Total
	$	$	$	$	$	$
Trade and other receivables	618,883	48,922	16,274	9,975	436,133	1,130,187

During the three months ended March 31, 2022, the Company has recognized an estimated credit losses of $nil (March 31, 2021 - $41,639).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows and the issuance of share capital.

(Expressed in Canadian dollars, except share and per share amounts)

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

In addition to the commitments disclosed, the Company is obligated to the following contractual maturities of undiscounted cash flows:

	Carrying amount	Contractual cash flows	Year 1	Year 2	Year 3 +
Trade payables and accrued liabilities	$ 6,589,393	$ 6,589,393	$ 6,589,393	$ -	$ -
Convertible debentures	1,300,083	1,938,000	1,938,000	-	-
Loan payable	1,136,392	1,655,782	820,169	169,905	213,214
Lease liability	102,780	74,983	74,983	-	-
	$ 9,129,194	**$ 10,258,704**	**$ 9,423,092**	**$ 169,905**	**$ 213,214**

The due to related party balance of $4,065,027 is not intended to be repaid. As these amounts become due, the outstanding balances can be converted into common shares of SMGH, consistent with current ownership splits.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates. The Company is exposed to foreign currency exchange risk as it has substantial operations based out of Colombia and record keeping is denominated in a foreign currency. As such the company has foreign currency risk associated with Colombian Pesos.

Interest risk

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

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices of the Company's cannabis products (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

Fair values

The carrying values of cash, accounts receivable, prepaid assets, investments and amounts payable approximate the fair values due to the short-term nature of these items. The risk of material change in fair value is not considered to be significant due to a relatively short-term nature. It is not practicable to estimate the fair value of the balance due to related party due to the nature of this liability. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the condensed consolidated interim statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy as disclosed in Note 3 to the Consolidated Financial Statements for the year ended December 31, 2021. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

(Expressed in Canadian dollars, except share and per share amounts)

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

The Company's finance team performs valuations of financial items for financial reporting purposes, including level 3 fair values, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market – based information.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. Warrants and derivative liability are classified as a level 2 financial instrument. During the periods presented, there were no transfers of amounts between Level 1, Level 2 and Level 3.

22. GENERAL AND ADMINISTRATIVE EXPENSES

	For the three months ended March 31, 2022	2021
Office and general	$ 362,999	$ 784,648
Selling marketing and promotion	65,823	120,904
Consulting fees	393,551	485,940
Professional fees	154,042	228,882
Salaries and wages	1,042,753	1,159,543
Research and development	26,319	60,638
	$ 2,045,487	**$ 2,840,555**

During the three months ended March 31, 2022, as part of its inventory costing process, the Company capitalized $76,516 of salaries to inventory and biological assets (March 31, 2021 - $71,520).

23. SEGMENT REPORTING

Operating segments are determined based on internal reporting that is regularly reviewed by the chief operating decision maker ("CODM") for the purpose of allocating resources to the segment and for assessing its performance. As of March 31, 2022, the Company determined that it has four operating segments, three organized by geographical area: North America, South America, and rest of world, and Corporate, comprised of costs which serve the Company's global administrative responsibilities.

North America includes sales of the Company's pharmaceutical and health products as well as revenue generated from the licensing of intellectual property and research and development services, all developed in North America and serving customers within Canada and the United States. South America includes sales of the Company's pharmaceutical and health products and sales of API to customers worldwide, all grown and developed in Colombia. Rest of world includes sales of products to customers in Europe and Central America. Corporate includes overhead and financing costs incurred by the Company to support its public company infrastructure and operating segments.

The Company has retrospectively reported segmented information for the comparative periods to conform to the disclosed segmented information structure.

(Expressed in Canadian dollars, except share and per share amounts)

23. SEGMENT REPORTING (CONTINUED)

	North America	South America	Rest of World	Corporate	Total
Three months ended March 31, 2022					
Segment revenue from external sources					
License revenue	$ 100,750	$ -	$ -	$ -	$ 100,750
Product revenue	744,822	173,218	16,171	-	937,211
Total Revenue	**845,572**	**173,218**	**16,171**	**-**	**1,037,961**
Gross Profit	310,373	1,484,513	5,601	-	1,800,487
Net loss before taxes	**$ (852,483)**	**$ 505,496**	**$ (25,997)**	**$ (566,092)**	**$ (939,076)**
Included in the measure of loss above are the following items					
Share-based compensation	$ -	$ -	$ -	$ 153,242	$ 153,242
Depreciation and amortization	130,986	122,484	-	-	253,470
	130,986	122,484	-	153,242	1,221,478
Material expenses					
General and administrative	163,497	196,151	3,351	-	362,999
Selling marketing and promotion	53,907	11,916	-	-	65,823
Consulting fees	47,843	37,586	28,972	279,150	393,551
Professional fees	1	20,341	-	133,700	154,042
Salaries and wages	478,837	563,916	-	-	1,042,753
Research and development	26,319	-	9,383	-	26,319
	$ 770,404	**$ 829,910**	**$ 32,323**	**$ 412,850**	**$ 2,045,487**

	North America	South America	Rest of World	Corporate	Total
Three months ended March 31, 2021					
Segment revenue from external sources					
Service revenue	$ 4,997	$ -	$ -	$ -	$ 4,997
License revenue	100,750	-	-	-	100,750
Product revenue	69,304	82,324	13,532	-	165,160
Total revenue	**175,051**	**82,324**	**13,532**	**-**	**270,907**
Gross Profit	129,193	264,919	9,610	-	403,722
Net loss before taxes	**$ (1,882,440)**	**$ (763,668)**	**$ (50,267)**	**$ (406,386)**	**$ (3,102,761)**
Included in the measure of loss above are the following items					
Share-based compensation	$ -	$ -	$ -	$ 171,781	$ 171,781
Depreciation and amortization	150,710	114,329	-	-	265,039
	150,710	114,329	-	171,781	436,820
Material expenses					
General and administrative	441,842	275,856	5,450	61,500	784,648
Selling marketing and promotion	93,637	22,318	4,949	-	120,904
Consulting fees	392,423	55,764	37,753	-	485,940
Professional fees	2,604	50,511	2,662	173,105	228,882
Salaries and wages	638,857	520,686	-	-	1,159,543
Research and development	51,137	-	9,501	-	60,638
	$ 1,620,500	**$ 925,135**	**$ 60,315**	**$ 234,605**	**$ 2,840,555**

(Expressed in Canadian dollars, except share and per share amounts)

24. NON-CASH OPERATING ELEMENTS OF WORKING CAPITAL

	For the three months end March 31, 2022		2021
Amounts receivable	$ (688,479)	$	(657,628)
Prepaid assets	198,806		516,698
Inventory	(2,202,295)		(1,077,925)
Biological assets	649,175		482,804
Trade payables and accrued liabilities	(699,441)		(309,715)
	$ (2,742,234)	**$**	**(1,045,766)**

25. SUBSEQUENT EVENTS

[i] On May 6, 2022, the Company closed a strategic non-brokered private placement, issuing 4,210,931 common share units at a price of $0.35 per unit, for gross proceeds of $1,473,826. Each unit is comprised of one common share and one-half common share purchase warrant. Each whole common share purchase warrant is exercisable into one common share of the Company at a price of $0.40 per common share, for a period of three years from the closing date.