DANBEL VENTURES INC.
(formerly DANBEL INDUSTRIES CORPORATION)

Management Discussion and Analysis of Financial Condition and Results of Operations for the Three Months Ended March 31, 2017

The following is the Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Danbel Ventures Inc. formerly Danbel Industries Corporation ("Danbel" or the "Company") for the three months ended March 31, 2017. Throughout this MD&A, unless otherwise specified, "Danbel", "the Company", "we", "us" or "our" refer to Danbel Ventures Inc. The Company was incorporated under the laws of the province of Alberta and filed articles of continuance in Ontario and the Company's registered office is located at 845 Harrington Court, Burlington, Ontario, L7N 3P3.

The effective date of the MD&A is May 30, 2017. This MD&A should be read in conjunction with our three months ended March 31, 2017 Interim Condensed Financial Statements and notes thereto. All results commentary is compared to the equivalent periods in 2016 or as at December 31, 2016, as applicable, unless otherwise indicated. The Company's financial statements have been prepared by management in accordance with generally accepted accounting principles in Canada ("GAAP"), as set out in the Chartered Professional Accountant of Canada Handbook – Accounting ("CPA Handbook") which incorporates International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). IFRS requires management to make certain judgments, estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the amount of revenue and expenses incurred during the reporting period. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods. All amounts in the MD&A are expressed in Canadian dollars, unless otherwise noted.

CAUTION CONCERNING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A may contain "forward-looking information," within the meaning of applicable securities laws, including the "safe harbour provisions" of the Securities Act (Ontario) with respect to Danbel. Such statements include, but are not limited to, statements with respect to expectations, projections, or other characterizations of future events or circumstances. These statements are subject to certain risks, assumptions and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. The words "believe", "plan", "intend", "estimate", "expect", or "anticipate", and similar expressions, as well as future or conditional verbs such as "will", "should", "would", and "could" often identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. These forward-looking statements are also subject to risks and uncertainties detailed from time to time in the publicly filed disclosure documents of the Company which are available at www.sedar.com. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties, and assumptions which could cause actual results to differ materially from the conclusions, forecasts, or projections anticipated in these forward-looking statements. Because of these risks, uncertainties, and assumptions, the reader should not place undue reliance on these forward looking statements. The Company's forward-looking statements are made only as of the date of this MD&A, and except as required by applicable law, Danbel undertakes no obligation to update or revise these forward-looking statements to reflect new information, future events or circumstances. This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations" ("NI 51-102") of the Canadian Securities Administrators.

DANBEL VENTURES INC.
(formerly DANBEL INDUSTRIES CORPORATION)

Management Discussion and Analysis of Financial Condition and Results of Operations for the Three Months Ended March 31, 2017

COMPANY OVERVIEW

Effective August 23, 2001, pursuant to a court order, Danbel Inc., American Lantern [1998] Inc., Danbel Security Lighting Inc., JSL Lighting [2000] Corp. and JSL Lighting [2000] Inc., all wholly owned subsidiaries, of the Company, were put into interim receivership by the Company's senior lender. The interim receiver appointed a chief restructuring officer ["CRO"] to take effective managerial control of these subsidiary companies. The previous senior officers and directors of these subsidiary companies resigned at or prior to the court order.

The interim receiver has since disposed of the operational assets of the wholly owned subsidiaries. Included in the sale, were the divisional assets of RAB Design, which were sold to a company controlled by Mr. Irwin Beron, a former senior officer of the Company.

The Company has vigorously attempted to obtain full disclosure of all transactions undertaken by the interim receiver, the CRO and Mr. Irwin Beron. To date, these individuals have refused to disclose the exact nature of these transactions to the Company and as such they cannot be commented upon.

The Company's activities include the identification and evaluation of assets or businesses with a view to completing a potential acquisition.

Subsequent to the period end, on April 13, 2017, the Directors of the Company authorized the consolidation of the Company's share capital on the basis of one (1) post-consolidation common share for every nine and twenty-two hundredths (9.22) pre-consolidation common shares to take effect immediately prior to closing the Transaction which occurred on April 20, 2017. All share, option and earnings per share information have been retroactively adjusted to reflect the increase in the number of common shares and options from the stock consolidation.

QUARTERLY HIGHLIGHTS

Definitive Merger Agreement

The Company has entered into a definitive merger agreement dated March 3, 2017 (the "Definitive Agreement") with MariCann Group Inc. ("MariCann") in respect of a proposed transaction whereby the Company will acquire all of the issued and outstanding shares of MariCann by way of a reverse three-cornered amalgamation under the Business Corporations Act (Ontario), pursuant to which a wholly owned subsidiary of the Company will merge with and into MariCann and the resulting entity will become a wholly-owned subsidiary of the Company. Upon completion of the transaction, the Company will change its name to "Maricann Ltd." or such other name as may be determined by MariCann. It is expected that upon completion of the transaction, MariCann, as the resulting entity, will be the surviving wholly-owned subsidiary of the Company, will continue to exist as the same legal entity as existed before and will carry on business as a medically integrated producer and distributor of marijuana for medical purposes.

Debt Settlement Agreement

On March 3, 2017, the Company entered into a debt settlement agreement with a company controlled by the controlling shareholder of the Company (the "Secured Creditor"), to pay a nominal amount in full satisfaction of the principal amount of the loan payable of $250,000. The settlement of the loan payable was recorded as a credit to deficit in the amount of $250,000.

During the three months ended March 31, 2017, the Company received $41,737 of additional shareholder loans on the same terms and conditions as the original shareholder loans.

As part of the March 3, 2017 debt settlement agreement, the Company settled all accrued interest owing on the loan payable (Note 5) in the amount of $74,411 and all amounts owing on the shareholder loans of $230,848 by the issuance of 596,522 common shares.

As common shares of the Company were issued to extinguish the financial liability owing of $305,259, the Company measured the common shares at their fair value which was estimated to be $1,700,087 based on the available evidence that on March 3, 2017 in conjunction with the reverse take-over transaction, Maricann Group Inc. completed a raise at a share price of $2.85 per share and the 596,522 common shares issued by Danbel to settle the outstanding liabilities. The resulting difference between the carrying amount of the financial liability and the fair value of the common shares issued was recorded as a debit to deficit in the amount of $1,394,829.

Reverse Takeover Listing
Subsequent to the period ended March 31, 2017 on April 20, 2017, the Company was acquired through a reverse takeover with Maricann Group Inc. ("Maricann"). The amalgamated Company completed the listing of the Resulting Issuer's common shares on the Canadian Securities Exchange ("CSE") under the ticker symbol "MARI".

FIRST QUARTER SUMMARY RESULTS OF OPERATIONS

The following table sets forth certain consolidated statements of operations data as at March 31, 2017 and March 31, 2016:

For the three months ended	**March 31, 2017**	March 31, 2016	Change	Change
Revenue	**$**	$	$	%
	-	-	-	-
Expenses				
General and administrative	**22,971**	20,605	2,366	11%
Interest Expense	**7,671**	11,090	(3,419)	(31)%
Net loss and comprehensive loss	**(30,642)**	(31,695)	1,053	3%
Net loss per share				
Basic and fully diluted	**(0.036)**	(0.052)	0.016	31%
Weighted average number of shares outstanding				
Basic and fully diluted	**841,427**	614,712	226,715	37%

General and Administrative Expenses
General and administrative expenses primarily consist of administrative costs, professional fees and consulting fees associated with filing requirements and the proposed RTO transaction with Maricann Group Inc. General and administrative expenses increased by $2,366 or 11% in the first quarter of 2017 when compared to the first quarter of 2016. The increase was almost entirely attributable to administrative fees incurred in association with the proposed RTO transaction with Maricann Group Inc.

Interest Expense
Interest expense was the result of interest owing on the Loan Payable which beared interest at 12% per annum and interest owing on the Shareholder Loans which beared interest at 10% per annum. The interest expense decreased by $3,419 or 31% in first quarter of 2017 when compared to the first quarter of 2016. The interest expense varies based on the balance of the loans but primarily decreased as the Loan Payable and Shareholder Loans payable were settled on March 3, 2017 as part of a Debt Settlement Agreement and therefore interest was no longer incurred for the remainder of the quarter.

Net Loss and Comprehensive Loss
The Company's net loss for the first quarter of fiscal 2017 was $30,642 reflecting an increase of $1,053 compared to the net loss of $31,695 in the first quarter of fiscal 2016 which was primarily due to increased operating expenses for the proposed RTO transaction with Maricann Group Inc. offset by a decrease in interest expense due to the Debt Settlement Agreement. For the first quarter of fiscal 2017, basic and diluted loss per share was $0.036, compared to basic and diluted loss per share of $0.052 for the same period in the prior fiscal year.

Weighted Average Common Shares Outstanding
Weighted average common shares outstanding increased by 226,715 shares or 37% as of the first quarter of 2017 compared to the first quarter of 2016. On December 12, 2016, 39,045 common shares were issued for aggregate proceeds of $18,000 upon the exercise of stock options and on March 3, 2017, 596,522 common shares were issued as part of a Debt Settlement Agreement, which settled all accrued interest owing on the Loan Payable and all amounts owing on the secured Shareholder Loan inclusive of all interest owing to the Secured Creditor in an aggregate amount of not less than $305,259.

SELECTED QUARTERLY FINANCIAL DATA

The following table sets forth the Company's unaudited quarterly consolidated results of operations data for each of the eight most recent quarters, including the quarter ended March 31, 2017. The information in the table below has been derived from the Company's unaudited interim consolidated financial statements that, in management's opinion, have been prepared on a basis consistent with the audited consolidated financial statements of the Company and include all adjustments necessary for a fair presentation of information when read in conjunction with the audited consolidated financial statements of the Company. The Company has not had any significant operational revenues since 2002 and the Company's primary activities include the identification and evaluation of assets or businesses with a view to completing a potential acquisition. Therefore, it is expected that no revenue will be incurred in the future and the Company's quarterly operating expenses have varied and may vary substantially in the future as the result of identifying possible acquisitions. Accordingly, the information below is not necessarily indicative of results for any future quarter.

	3/31/17	12/31/16	9/30/16	6/30/16	3/31/16	12/31/15	9/30/15	6/30/15
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total Revenue ($)	nil	nil	nil	nil	nil	nil	nil	nil
Net Loss and comprehensive loss ($)	(30,642)	(25,910)	(17,318)	(16,033)	(31,695)	(20,849)	(14,820)	(43,983)
Weighted average # of outstanding shares	841,427	616,745	614,712	614,712	614,712	614,712	614,712	614,712
Loss per share ($)	(0.036)	(0.042)	(0.028)	(0.026)	(0.052)	(0.034)	(0.024)	(0.072)

FINANCIAL CONDITION

Liquidity and Capital Resources

Cash increased $2,751 to $7,379 as at March 31, 2017 from $4,628 as at December 31, 2016, primarily as a result of net changes in working capital, which were primarily offset by cash provided by financing activities as the result of shareholder advances.

The table below summarizes the current assets, current liabilities, and working capital of the Company as at March 31, 2017 and December 31, 2016:

As at	**March 31, 2017**	**December 31, 2016**
Current Assets	**$ 125,209**	$ 33,758
Current Liabilities	**$ 140,373**	$ 573,538
	$ (15,164)	**$ (539,780)**

Current Assets

The increase in current assets of $91,451 at the end of the first quarter of fiscal 2017 from the end of the fourth quarter of fiscal 2016 was entirely due to increases in cash of $2,751 and increase in recoverable expenses associated with the RTO transaction of $88,700.

Current Liabilities

The decrease in current liabilities of $433,165 at the end of the first quarter of fiscal 2017 from the end of the fourth quarter of fiscal 2016 was primarily due the Debt Settlement Agreement which extinguished all amounts owing for the loan payable, shareholder loan and all accrued interest that was outstanding at the end of the fourth quarter of fiscal 2016. This was offset by an increase in accounts payable and accrued liabilities of $68,872 which was primarily attributable to additional RTO expenses and a decrease in the sales tax recoverable of $3,813.

Cash flows for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 were as follows:

For the three months ended		**March 31, 2017**		March 31, 2016
Net cash flows provided by (used in):				
Operating activities	**$**	**(38,986)**	$	(1,453)
Financing activities	**$**	**41,737**	$	1,423
NET CHANGE IN CASH	**$**	**2,751**	$	(30)

Operating Activities
The decrease of $38,986 in net cash flows provided by operating activities primarily reflects the lower amount of net income after adjustments for non-cash items of interest expense and loss on settlement of shareholder loans and net changes in working capital related to accounts payable and accrued liabilities.

Financing Activities
The increase in cash flows provided by financing activities was attributable to advances from shareholders.

Aggregate Contractual Obligations
The Company does not have any outstanding purchase obligations or commitments.

Financial Risk Management
Risk management is the responsibility of management who is of the opinion that the Company is exposed to financial risks as described below. The Company is not exposed to currency risk as it only transacts in Canadian dollars and does not have any credit risk as the Company no longer has any revenue generating operations.

The Company had no interest rate swap or financial contracts in place as at March 31, 2017 and the year ended December 31, 2016.

Capital Risk Management
The Company considers capital stock and deficit to represent capital. As at March 31, 2017 and December 31, 2016 the Company had a negative capital balance and management's objective is to maintain its ability to continue as a going concern by identifying sources for additional financing for working capital and the completion of a transaction.

The use of the going concern basis of preparation of the financial statements. At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. In arriving at this determination, the Company considered various factors including the following:

- The Company entered into a definitive merger agreement dated March 3, 2017 (the "Definitive Agreement") with Maricann Group Inc. ("Maricann") in respect of a proposed transaction whereby the Company will acquire all of the issued and outstanding shares of Maricann by way of a reverse three-cornered amalgamation under the Business Corporations Act (Ontario), pursuant to which a wholly owned subsidiary of the Company will merge with and into Maricann and the resulting entity will become a wholly-owned subsidiary of the Company.

- On April 20, 2017, Maricann Group Inc., and the Company completed the amalgamation under the amalgamation agreement under the Ontario Business Corporations Act and as a result, Maricann Group Inc., will be the surviving wholly-owned subsidiary of the Company. It will continue to exist as the same legal entity as existed before and will carry on business as a medically integrated producer and distributor of marijuana for medical purposes.

- On March 3, 2017, the Company also entered into a debt settlement agreement with a company controlled by the controlling shareholder of the Company (the "Secured Creditor"), to pay a nominal amount in full satisfaction of the principal amount of the loan payable owing to the Secured Creditor by the Company in the amount of $250,000. The Company also agreed to settle all accrued interest owing on the loan payable and all dollar amounts owing on the secured shareholder loan inclusive of all interest owing to the Secured Creditor by the issuance of 596,522 of its common shares at a deemed price of $0.0555 per common share to the Secured Shareholder, in full satisfaction of any and all principal and interest payable on the shareholder loan and interest owing on the loan payable to the Secured Creditor.

After considering its plans to mitigate the going concern risk, management has concluded that there are no material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Company's conclusion that there is no material uncertainty surrounding its ability to continue as a going concern is predicated on the completion of the transaction with Maricann Group Inc. and that the majority of outstanding debt was settled during the period. The estimates and judgment made by management in reaching this conclusion are based on information available as at the date these financial statements were authorized for issuance. Accordingly, actual circumstances may differ from those estimates and the variation may be material.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the period ended March 31, 2017.

Financial Instruments

The Company's financial assets include cash, while the Company's financial liabilities include accounts payable and other liabilities. Classification of these financial instruments is as follows:

Financial instrument	**Classification**
Cash	FVTPL
Accounts payable and accrued liabilities	Other financial liabilities
Loan payable	Other financial liabilities
Shareholder loans	Other financial liabilities

Off Balance Sheet Arrangements

At March 31, 2017 the Company had no off balance sheet financial commitments and does not anticipate entering into any contracts of such nature.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and entities which are controlled by these individuals as well as certain persons performing similar functions. The shareholder described in notes 5 and 6 to these financial statements is a related party as this individual is the controlling shareholder of the Company.

Related party transactions conducted in the normal course of operations are measured at the exchange value [the amount established and agreed to by the related parties].

Included in trade and other payables is:

[i] Fees and reimbursable expenses of $3,750 (December 31, 2016 - $nil) and consulting fees of $nil (December 31, 2016 - $28,250) accrued to a company controlled by the controlling shareholder of the Company.

[ii] Interest payable of $nil (December 31, 2016 - $66,740) accrued to a corporation controlled by the controlling shareholder of the Company. This shareholder also controlled the entity holding the debt (notes 5 and 6) and has advanced funds personally which were all extinguished during the period.

RECENT ACCOUNTING PRONOUNCEMENTS ISSUED AND NOT YET APPLIED

The Company has not applied the following new and revised IFRS that have been issued but are not yet effective:

IFRS 9 – Financial Instruments [“IFRS 9”]

In July 2014, the IASB issued the final version of IFRS 9, which reflects all phases of the financial instruments project and replaces IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but restatement of comparative information is not compulsory. The Company is in the process of evaluating the impact of IFRS 9 on the Company’s financial statements.

IFRS 15 – Revenue from Contracts with Customers [“IFRS 15”]

In May 2014, the IASB issued IFRS 15, which covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The core principle of the new standard is that an entity recognizes revenue to represent the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also provides a model for the recognition and measurement of gains or losses from sale of non-financial assets. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The standard permits the use of either full or modified retrospective application. This new accounting guidance will also result in enhanced disclosures about revenue. The Company is evaluating the effect that IFRS 15 will have on its financial statements, and related disclosures, as well as the transition method to apply the new standard.

IFRS 16 – Leases ["IFRS 16"]

In January 2016, the IASB issued IFRS 16, which specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019, and a lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. Early adoption is permitted if IFRS 15 has also been adopted. The Company is in the process of evaluating the impact of IFRS 16 on the Company's financial statements.

IFRS 2 – Share based payments ["IFRS 2"]

IFRS 2 has been amended to address [i] certain issues related to the accounting for cash settled awards, and [ii] the accounting for equity settled awards that include a "net settlement" feature in respect of employee withholding taxes. IFRS 2 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the amendments to IFRS 2 on the Company's financial statements.

CONTROLS AND PROCEDURES

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with accounting principles generally accepted in Canada. Based on a review of its internal control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures, for the nature and size of the entity, are effective in providing reasonable assurances that financial information is recorded, processed, summarized and reported in a timely manner.

Management is also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. Management has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that these controls and procedures are effective, for the nature and size of the entity, in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company.

OUTSTANDING SHARE DATA

Common Shares

On April 13, 2017, the Directors of the Company authorized a one (1) post-consolidation common share for every nine and twenty-two hundredths (9.22) pre-consolidation common shares. All share, option and loss per share information have been retroactively adjusted to reflect the increase in the number of common shares and options from the stock consolidation.

On March 3, 2017, the Company issued 596,522 common shares pursuant to a Debt Settlement Agreement which increased the capital share account by $1,700,087. On December 12, 2016, the balance of the stock options of 39,045 options were exercised by four directors resulting in the issue of 39,045 common shares of the Company for aggregate gross proceeds of $18,000. Therefore the balance of common shares outstanding at March 31, 2017 was 1,250,279 with an aggregate value of $5,532,429 which increased from 614,742 common shares outstanding at March 31, 2016 with an aggregate value of $3,832,342.

Stock Options

In 1998, the Company established a stock option plan [the "Plan"], as amended in 1999, to encourage common share ownership in the Company by directors, officers, employees and consultants of the Company and its subsidiaries or affiliates. The maximum number of common shares that may be set aside for issue under the Plan is 2,000,000, provided that the Board of Directors has the right, from time to time, to increase such number subject to the approval of the shareholders of the Company. The maximum number of common shares that may be reserved for issuance to any one person under the Plan is 5% of the common shares outstanding at the time of the grant [calculated on a non-diluted basis] less the number of shares reserved for issuance to such person under any option to purchase common shares as a compensation or incentive mechanism. Any shares subject to an option which for any reason are cancelled or terminated prior to exercise will be available for a subsequent grant under the Plan. The option price for any common shares cannot be less than the price permitted by any stock exchange on which the common shares are then listed or other regulating body having jurisdiction. Options granted are subject to cancellation upon the termination of an optionee's employment, upon the optionee ceasing to be an employee, senior officer, director or consultant of the Company or any of its subsidiaries. The options are non-transferable. The Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change in the common shares, a merger or other relevant changes in the Company's capitalization. The Board of Directors may from time to time amend or revise the terms of the Plan or may terminate the Plan at any time.

On December 12, 2016, the balance of the stock options of 39,045 options were exercised by four directors resulting in the issue of 39,045 common shares of the Company for aggregate gross proceeds of $18,000. There are no stock options outstanding as at March 31, 2017 (December 31, 2016 - nil).

PROPOSED TRANSACTIONS & SUBSEQUENT EVENTS

On April 13, 2017, its shareholders approved all resolutions brought before them at the Company's Annual and Special Meeting of Shareholders (the "Meeting") held in Toronto, including the approval of all matters relating to its proposed reverse takeover transaction as noted below with Maricann Group Inc. ("Maricann").

The matters approved at the Meeting include the following:

- Election of Michael Stein, Gabriel Nachman, Barry Polisuk and Michael Singer as directors of the Company to hold office until the earlier of the close of the next annual meeting of shareholders of the Company or the closing of the Transaction;
- Setting the number of directors of the Company at four (4) directors and the election of Neil Tabatznik, Raymond Stone, Ben Ward, and Eric Silver as the directors of the Company, to hold office from the closing of the Transaction until the next annual meeting of the shareholders of the Company;
- Reappointment of HS & Partners LLP as auditors of the Company, to hold office until the next annual meeting of the shareholders of the Company or until the closing of the Transaction is completed, and the appointment of Ernst & Young LLP as auditors of the Company to hold office from the closing of the Transaction until the next annual meeting of shareholders of the Company;
- Approval of a new stock option plan of the Company to take effect upon the closing of the Transaction;
- Consolidation of the Company's share capital on the basis of one (1) post-consolidation common share for every nine and twenty-two hundredths (9.22) pre-consolidation common shares to take effect immediately prior to closing the Transaction;
- The change of the name of the Company to "Maricann Group Inc." to take effect upon the closing of the Transaction;
- The change of the Company's registered address from the municipality of Toronto, Ontario, to Burlington, Ontario; and
- The repeal of the old By-law No. 1A of the Company and the adoption of new By-law No. 1 of the Company.

On April 20, 2017, the Company and Maricann Group Inc. completed the amalgamation under the amalgamation agreement under the Ontario Business Corporations Act.

Prior to the closing of the RTO:

i) The outstanding liabilities of the Company were settled by way of issuing 5,500,000 common shares of the Company, and the Company consolidated its share capital on a 9.22-to-1 basis. The total number of shares outstanding of the Company were 11,527,716 pre-consolidation. Post consolidation, total number of shares outstanding of the Company were 1,250,279. All share, option and loss per share information have been retroactively adjusted to reflect the increase in the number of common shares and options from the stock consolidation.

Pursuant to the closing of the RTO:

i) The amalgamated company issued 71,266,984 Post-Consolidated common shares of the Resulting Issuer to Maricann shareholders exchanged on a one (1) for one (1) basis;

ii) The amalgamated company further issued 11,250,000 warrants, 4,819,036 stock options and other rights to acquire securities, 900,000 Compensation Options (convertible on exercise to 900,000 common shares, and 900,000 of warrants), and 130,380 Compensation Options (convertible on exercise into 130,380 common shares) in the capital of the Resulting Issuer to holders of warrants, stock options and other rights to acquire securities and compensation options of Maricann on a one (1) for one (1) basis with economically equivalent terms.