MYM NUTRACEUTICALS INC.

Management Discussion & Analysis

For the three and nine months ended February 28, 2019 and 2018

This management discussion and analysis ("MD&A") of the financial condition and results of operations of MYM Nutraceuticals Inc. and its partially and wholly-owned subsidiaries, prepared as at April 23, 2019, is for the three and nine months ended February 28, 2019 and 2018. It is supplemental to, and should be read in conjunction with, the Company's condensed interim consolidated financial statements for the three and nine months ended February 28, 2019 and 2018 and the Company's audited consolidated financial statements and accompanying notes and MD&A for the year ended May 31, 2018. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented herein are stated in Canadian dollars, unless otherwise indicated. "MYM" or the "Company" refers to MYM Nutraceuticals Inc. and, as applicable, its partially and wholly-owned subsidiaries.

This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. Additional information regarding MYM is available through the SEDAR website at www.sedar.com

Certain information in this MD&A contains or incorporates comments that constitute forward-looking information within the meaning of applicable securities legislation. See "Caution Regarding Forward-Looking Information" below.

The Company's business is subject to various risks and uncertainties, including with respect to: securing additional funding to develop projects; obtaining required licenses; reliance on other joint venture partners; managing construction projects within anticipated budgets. If the Company obtains a cultivation and production license, it will be faced with inherent risks related to cultivation of live plants. Further, the Company has not secured any sales and distribution agreements in Canada or in other jurisdictions. The Company will also be subject to supply costs as the Company is not party to any long-term supplier agreements. The Company is also exposed to the anticipated competition in the adult-use recreational market in Canada. See "Risk Factors".

1. MYM Nutraceuticals Inc

MYM was incorporated under the *Business Corporations Act* (British Columbia) ("BCBCA") on July 11, 2014 under the name "My Marijuana Canada Inc.". MYM completed a name change to "MYM Nutraceuticals Inc." on February 24, 2016.

The Company's common shares are listed on the Canadian Securities Exchange under the symbol "MYM", quoted on the OTCQX under the symbol "MYMMF" and quoted on the Frankfurt Stock Exchange under the symbol "0MY.F OMY.MU, OMY.SG".

The Company is focused on constructing high quality cultivation facilities around the world while building, acquiring, and growing businesses and brands to become a world class global cannabis and hemp company.

The Company is in the business of acquiring and developing natural remedies and currently holds the rights to various intangible assets including intellectual property, domain names and copyrights and customer lists, and is the majority shareholder of two companies that have active applications to become a licensed cultivator under the *Cannabis Act.* The Company intends to construct, develop and operate facilities in Canada under the *Cannabis Act*'s regulations. The Company intends to submit an application under the *Cannabis Act* to obtain a Processing License, Analytical Testing License and Research License.

Medical marijuana and Hemp-CBD opportunities are developing in numerous other countries as these jurisdictions move towards establishing legislation to allow for medical and recreational marijuana. The Company intends on expanding internationally and is currently focused on developing partnerships and operations in Australia, Colombia and Mexico.

The Company is focused on four distinct areas in each of the countries it is looking to expand: Cultivation, Extraction, Distribution, and its Unique Brands.

Cultivation
The Company is positioning itself to become a global leader in cannabis, hemp, and seed cultivation. Through a variety of global partnerships in agricultural friendly zones, the Company plans to have cultivation centres around the globe. Our ability to cultivate indoor, outdoor and greenhouse cannabis and hemp will be transferrable to other projects around the world.

Extraction
The Companies cultivation projects and plans include extraction capabilities and expertise. The ability to extract the biomass that is cultivated on-site will provide the Company with an economic advantage, lowering the costs of producing extracts and in turn providing substantially higher profit-margins to our shareholders.

Distribution
By creating strategic geographic partnerships around the world, the Company believes it is in a prime position to take advantage of economical distribution channels. Having interests in every corner of the globe will make the distribution of cannabis products a viable option for every region.

Unique Brands
The Company is in the process of building a number of cannabis brands for use in a wide variety of global markets. Market research is being assessed across the globe to determine what each country's consumers will demand in a cannabis brand.

1.1 Nature of Operations and Going Concern

To date, the Company has not earned significant revenues. During the nine months ended, February 28, 2019, the Company incurred a net loss of $12,969,008 (year ended May 31, 2018 - $5,594,587). As at February 28, 2019, the Company has an accumulated deficit of $21,910,006 (May 31, 2018 - $9,362,857). The Company's operations are mainly funded with equity financing, which is dependent upon many external factors, and thus funds may be difficult to raise when required. The Company may not have sufficient cash to fund the acquisition and development required to reach commercial production and therefore will require additional funding which, if not raised, may result in the delay, postponement or curtailment of some of its activities. Management continues to evaluate the need for additional financing and is of the opinion that additional financing will be available to continue its planned activities in the normal course. Nonetheless, there is no assurance that the Company will be able to raise sufficient funds in the future to complete its planned activities. The foregoing indicates the existence of a material uncertainty that may cast substantial doubt as to whether the Company would continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

Although the Company has started to invest resources for a medical marijuana business, there is no guarantee any of the Company's subsidiaries will be awarded a license to grow medical marijuana nor is there a timeframe available as to when the Company will be notified of the success of such applications.

The Company's condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume the realization of assets and discharge of liabilities in the normal course of business. These interim consolidated financial statements do not give effect to any adjustments that would be necessary should the Company not be able to continue as a going concern. Such adjustments could be material.

2. Industry Updates

2.1 Canadian Industry Updates

Approximately 18 months after the Canadian government introduced legislation to legalize and regulate non-medical cannabis, effective Oct 17, 2018, the *Cannabis Act* is now in force. The *Cannabis Act* creates a strict legal framework for controlling the production, distribution, sale and possession of cannabis across Canada.

Historically, cannabis was only available online for medical purposes under the ACMPR. Now, with the *Cannabis Regulations* published, the Canadian government is accepting applications for the cultivation, processing, testing and research of cannabis for both medical and recreational use.

The ACMPR made under the *Controlled Drugs and Substances Act* was repealed on October 17, 2018. However, the ACMPR will be concurrently resurrected as Part 14 of the *Cannabis Regulations*.

Under the transitional provisions of the *Cannabis Regulations*, licences issued under the former ACMPR are automatically deemed to be licences under the Act and applications under the ACMPR to be applications for a licence under the Act. The specific sub-class of cannabis licence into which the ACMPR licence will convert will depend on which *Cannabis Regulation* sub-class captures the authorizations given (or applied for) in the ACMPR licence (or application).

Health Canada has established a national cannabis tracking system, referred to as the Cannabis Tracking and Licensing System ("CTLS"), to enable the tracking of high-level movements of cannabis and to help prevent diversion from and inversion into the regulated supply chain. The system is also used by applicants to apply to Health Canada for a cannabis license.

2.2 United States Industry Updates (U.S. Farm Bill)

The recent passing of the 2018 U.S. Farm Bill effective January 1, 2019 removed hemp from the Controlled Substances Act, which means it is no longer an illegal substance under U.S. federal law. Despite belonging to the same species as cannabis, hemp has no psychoactive effects. Under the 2018 U.S. Farm bill, a hemp plant must contain les than 0.3% THC.

The Company is currently reviewing the regulations and will be taking steps to take advantage of the new regulations in the states and territories that are compliant with the new federal law.

3. 2019 Business Development and Overview

During the quarter ended February 28, 2019, the Company continued to pursue its vision of becoming a fully integrated global player in the cannabis industry through the acquisition and development of assets and businesses.

3.1 Laval Facility

In December 2017, Sublime submitted Confirmation of Readiness for a License under the ACMPR to Health Canada for the 10,000 square foot first phase ("Phase One") of the Laval Facility. Sublime subsequently completed the required construction of Phase One of the Laval Facility and submitted the required documentation to Health Canada in the third quarter of the 2018 fiscal year. During the quarter ended August 31, 2018, Sublime updated the "Persons in Charge" of the Sublime application with Health Canada to ensure Persons in Charge have adequate security clearances for the purposes of the application and managing the Laval Facility.

In May 2018, the Company announced that it acquired an additional 23% of Sublime, bringing the Company's total ownership of the late stage ACMPR applicant up to 74%.

In August 2018, the Company acquired an additional 1% of Sublime, bringing the Company's total ownership up to 75%. The Company intends to acquire the minority interest in Sublime if the parties can agree on an acceptable valuation.

On November 29, 2018, the Company announced that its subsidiary Sublime, has completed its migration to Health Canada's Cannabis Tracking and Licensing System. If Sublime becomes a Licensed Producer, Sublime expects to sell its branded tetrahydrocannabinol ("THC") and cannabidiol ("CBD") medical products across Canada, with a particular focus on the Quebec market. The Laval Facility is currently 10,000 square feet and Sublime expects to increase its size to 37,000 square feet if the Company decides to invest in the completion of the second phase of the Laval Facility ("Phase Two"). The Phase Two build out is estimated to cost between $10 million and $15 million. Phase Two construction will not commence until the Company secures funding for the project and Sublime receives its cultivation license from Health Canada for Phase One.

As at February 28, 2019, the Company has incurred and capitalized $4,331,669 of costs to complete the build out of Phase One for the Laval Facility. Sublime is awaiting approval from Health Canada for a cultivation and production license.

3.2 Weedon Facility

The Company's partially owned subsidiary, CannaCanada, entered into an exclusive agreement with the municipality of Weedon, Quebec to build and operate the Weedon Facility. The Weedon Facility is designed to consist of a 1.5 million-square-foot medical cannabis facility consisting of fifteen 100,000-square-foot greenhouses. CannaCanada has submitted its application to become a Licensed Producer under the ACMPR. As of the date of this MD&A, CannaCanada is assessing the implication of the CTLS on its ACMPR license application.

The Company is responsible for funding the costs of the build out and operation of the Weedon Facility. Based on the Company's preliminary budget, the Weedon Facility is estimated to cost between $200 million and $250 million and to take up to two years of construction to complete. The Company has not secured funding for the Weedon Facility.

Due to the capital requirements for the Weedon Facility, CannaCanada is planning to first construct a 30,000 square foot greenhouse facility as it continues planning to scale the entire greenhouse facility up to 1.5 million square feet. CannaCanada also plans to build an extraction and processing facility at the Weedon Facility in parallel to its first 30,000 square foot greenhouse facility. The estimated cost to complete the 30,000 square foot greenhouse installation together with the extraction and processing facility is estimated to cost between $10 million and $15 million. While construction has commenced, the Company has not secured funding for the project.

In March 2018, CannaCanada received a building permit to begin construction of the Weedon Facility. In April 2018, CannaCanada procured the first 30,000 square foot greenhouse for the Weedon Facility.

In May 2018, the Company announced that it had acquired an additional 18% of CannaCanada, bringing the Company's total ownership up to 93%.

As at February 28, 2019 the Company has acquired and capitalized $1,103,483 for land and buildings for the Weedon Facility. The Company has incurred and capitalized a further $6,214,026 of costs associated with assets in development.

3.3 Northern Rivers Project

In October 2017, the Company announced an agreement (the "PUF Ventures Agreement") with Solaris Nutraceuticals Pty Ltd. (formerly PUF Ventures Australia) ("Solaris") for the construction of the Northern Rivers Project, a one million square foot facility for the production of medical cannabis (the "Northern Rivers Project") in New South Wales, Australia. The Northern Rivers Project is a partnership with the local government in New South Wales, Australia.

MYM owns 35% of Solaris. Under the PUF Ventures Agreement, MYM was initially responsible for 50% of the initial $1 million required to fund the development of the Northern Rivers Project, including formation and incorporation of the operating company, an agreement with the municipality regarding land, filing applications to the Office of Drug Control for Cultivation ("ODC") and the awarding of a license from ODC.

As of February 28, 2019, the Company has advanced funding for its share of the obligations for the first three milestones listed above, totaling $286,637 (USD$225,000). Finder's fees of 175,000 shares valued at $323,750 were also issued for the acquisition. No additional funds were advanced in the most recent quarter.

On December 26, 2018, the Company announced that it will not be proceeding with the Northern Rivers Project with Solaris. The Northern Rivers Project and Solaris shareholders have been faced with a number of challenges. The North Rivers Project was initially planned as a partnership with the local government in New South Wales, Australia. In September 2018, the local government withdrew its support for the project until Solaris Nutraceuticals Pty Ltd. and its shareholders meet specific requirements, which included obtaining the license from the Office of Drug Control. In November 2018, Solaris was notified by the Office of Drug Control that its application for both a medical cannabis license and cannabis research license had been rejected due to Solaris' failure to provide certain documents and information required for the application. The shareholders of Solaris determined that deregistering Solaris was the best path forward to enable MYM and others to pursue other projects and opportunities in Australia. The Company accounted for its investment in Solaris using the cost method. Under the cost method, the Company accounted for the investment at its historical cost. The Company's investment in Solaris was $610,387 and will be written down to $nil as of February 28, 2019. The Company will no longer have any obligations associated with its previously announced milestone payments.

3.4 Joshua Tree (formerly HempMed)

In April 2017, the Company acquired various HempMed branded products, including signature tinctures, concentrates and oils, edibles, vape products and a line of CBD products for pets. The Company rebranded the HempMed products under the brands "Joshua Tree" and "Dr. Furbaby" and invested in the development of these brands.

The Company ceased production and sales of these products in May 2018. The Company may re-commence production and sales once it obtains the appropriate licenses.

The acquisition of HempMed by the Company was accounted for as a business combination. Pursuant to business combination transactions, the asset acquired from the acquisition is to be recorded at its estimated fair values in accordance with *IFRS 3 – Business Combination*. The allocation of the purchase consideration was allocated to as follows: $31,944 to inventory and $888,056 to goodwill. The goodwill recognized in connection with the acquisition of HempMed was primarily attributable to the application of the Company's best practices to improve the operations of the companies acquired.

The Company regularly assesses the fair value of the Company's net assets relative to their carrying values. The Company has assessed the HempMed goodwill following the introduction of *The Cannabis Act* which became effective on October 17, 2018.

As at February 28, 2019, the Company has determined that the goodwill attributable to HempMed is impaired and therefore has written down the goodwill to $nil.

3.5 MJT

On September 6, 2017, the Company announced that it entered into an asset purchase agreement with MJT (the "MJT Asset Purchase Agreement"). Pursuant to the MJT Asset Purchase Agreement, the Company acquired various products and formulas from MJT for hemp and CBD-derived products. The Company acquired MJT's intellectual property and other assets to continue to develop its innovative nutraceutical products.

The Company intends on submitting an application under the *Cannabis Act* to obtain a Processing Licence, Analytical Testing Licence and Research Licence. The Company is focused on first obtaining its Analytical Testing Licence.

The Company is building a 5,000 square foot GMP-certified manufacturing facility located in Toronto with state-of-the-art equipment and technologies to expand the capabilities of MJT (the "MJT Project").

Construction has commenced and is expected to be completed within 6 months of the project obtaining the adequate financing. Based on the Company's preliminary budget, the MJT Project is estimated to cost approximately $1.5 million. The Company has not secured funding for the MJT Project.

As at February 28, 2019, the Company has incurred and capitalized $662,580 of costs with respect to the MJT Project.

3.6 Budly

On February 26, 2018, the Company acquired the software assets of Budly, including a smartphone-enabled sales and distribution mobile application that is currently under development (the "Budly App").

MYM issued 800,000 common shares valued at $1,864,000 in exchange for all non-US rights to Budly's software and intellectual property. The total carrying value of the Budly intangible assets was initially recorded at $1,887,293, which includes $23,293 of legal costs allocated to the purchase price.

The Company has been assessing opportunities to leverage the technology based on evolving federal and provincial legislation and foreign markets. As at February 28, 2019, the Company has determined that the fair value of the Budly intangible assets exceeds it fair value and has recorded an impairment charge of $943,647 to write the intangible asset to a carrying value of $943,646. The Company will continue to regularly assess the fair value of the Budly intangible assets relative to their carrying values.

3.7 Appointment of new CEO

On February 4, 2019 the Company announced the appointment of Howard Steinberg as Chief Executive Officer (CEO) replacing Rob Gietl as of February 1, 2019. In addition to his CEO duties he will remain Vice Chairman of the Board of Directors. Mr. Steinberg has more than 20 years investment experience as a senior executive, working within some of the largest financial institutions in the world.

3.8 MYM Australia Pty Ltd.

On February 21, 2019, the Company announced it has established MYM Australia Pty Ltd. in the Asia Pacific, with a head office on the Gold Coast, Queensland, Australia ("MYM Australia"). The first phase will be the outdoor cultivation of 50 hectares of medical cannabis in Henty, New South Wales with the balance of 350 hectares being developed on the adjacent land over the coming years.

3.9 Nevada, USA

On March 7, 2019, the Company entered into an agreement with Elite Ventures Group ("Elite") to grow 120 acres of CBD-rich hemp in Nevada, USA. Under the agreement, MYM will fund Elite with $500,000 USD in exchange for the rights to 50% of CBD rich hemp grown on a 120 acre parcel of land in Nevada. In consideration for the investment, Elite will provide all the necessary capital and consumable supplies, plant, grow and harvest the hemp. If requested, Elite will also arrange for the processing and sale of the biomass at no less favorable terms than those found in the Elite supply agreements.

3.10 Colombia Organica

On March 20, 2019, the Company announced its plans to acquire eighty 80% of Colombia Organica from its existing shareholders for consideration of cash, equity and loans to the company for a total package of up to $2,260,000. The company will employ Colombia Organica principals Daniel Alonso and Gabriel Ramirez as Territory Managers for South American operations. Colombia Organica currently holds 3 licenses which include: production of cannabis derivatives, cultivation of psychoactive cannabis, and cultivation of non-psychoactive cannabis. Licenses include the capacity to export. Colombia Organica has submitted an application to certify cannabis seeds for commercialization. In addition, it holds a lease for a 36-acre property located 44 kms from Medellin. The region's climate is conducive for growing cannabis with an average temperature of 16-18 °C, and an elevation of 2,475 meters above sea-level. They have secured an option to buy the property. The Company and Colombia Organica are building a production facility near Medellin, Colombia for the cultivation and processing of cannabis and cannabis products. Currently, Colombia Organica is developing and registering seed strains with the Colombian Agricultural Institute.

3.11 Navajo Nation, USA

On April 9, 2019, the Company announced it has entered into a memorandum of understanding with Aqueous Sciences of Nevada (“Aqueous”), a wholly owned subsidiary of One World Ventures Inc.(OTC: OWVI), to grow up to 3,000 acres of hemp on Navajo Nation land located near the four corners area of Colorado, Arizona, Utah and New Mexico, USA. MYM and Aqueous will incorporate a new company for the purpose of cultivating, extracting, and distributing hemp in New Mexico. Aqueous is the sole exclusive agent for the Navajo Nation, managing companies that wish to cultivate hemp on Navajo Nation land. MYM and Aqueous will work on an exclusive basis and will each own 50% of the new company. MYM and Aqueous plan to extend their activities to include extracting, manufacturing and distribution of hemp-based products that will comply with Navajo Nation, USDA, FDA and FTC regulations and requirements.

The recent passing of the Farm Bill saw CBD-rich hemp removed from the classified drug list, opening the door for farmers to legally grow CBD-rich hemp biomass. This partnership will create hundreds of jobs for the Navajo people and millions of kgs of CBD-rich hemp biomass. The initial plans call for year one targeting up to 100 acres of CBD-rich hemp farming growing to 3,000 acres in 5 years. At full capacity, the Company expects to cultivate and harvest up to 13,700,000 KG of CBD-rich biomass.

4. Comparison of Results for the Three Months Ended February 28, 2019 and 2018

Selected Financial Information

For the three months Ended	**February 28, 2019**	**February 28, 2018**
Total revenue	$ -	$ 477,580
Advertising and Communications	425,653	576,908
Depreciation	93,849	13,294
General and Administrative Expenses	1,348,274	1,225,638
Professional fees	127,905	9,845
Stock based compensation	1,979,583	369,806
Net loss from Operations	(3,975,264)	(1,799,665)
Interest Revenue	6,620	-
Net loss attributable to the Company	$ (3,725,929)	$ (1,678,847)

Total Revenue

For the quarter ended February 28, 2019, the Company did not generate any sales from any of its operations, including HempMed (three months ended February 28, 2018: $477,580). During the same period in 2018, the Company generated sales from HempMed and its associated “Joshua Tree” and “Dr. Furbaby” brands. The Company ceased production and sales of these products in May 2018 and, as a result, the Company no longer has any sources of revenue. The Company plans to re-commence production and sales once it obtains the appropriate licenses and understands which products can be legally sold in Canada under the *Cannabis Act*.

Advertising and Communications

Advertising and communications expenses for the quarter ended February 28, 2019 were $425,653, compared to $576,908 during the same period in 2018. The decrease was attributable to corporate communication expenses due to timing of this expenditure.

Depreciation

Depreciation expense for the quarter ended February 28, 2019 was $93,849, compared to $13,294 during the same period in 2018. The increase is attributable to the commencement of depreciation on leasehold improvements.

General and Administrative Expenses

General and administrative expenses for the quarter ended February 28, 2019 were $1,348,274, compared to $1,225,638 during the same period in 2018. The increase was primarily attributable to salaries and management fees resulting from additional executive and management positions in addition to acquisitions and investments in various subsidiaries including Sublime, CannaCanada, MJT and HempMed. The Company has added new headcount at its corporate office in Vancouver and all subsidiaries as it invests in and develops each business.

Professional Fees

Professional fees for the quarter ended February 28, 2019 were $127,905, compared to $9,845 during the same period in 2018. The increase was attributable to legal costs associated with acquisitions and supporting the development of the Company’s projects.

Stock Based Compensation

Stock-based compensation expenses for the quarter ended February 28, 2019 was $1,979,583, compared to $369,806 during the same period in 2018. The Company uses the Black Scholes valuation model for options granted at fair value of shares issued to officers, management and consultants. The increase is primarily the result of stock options granted to Howard Steinberg, new CEO, and options forfeited by the former CFO.

Net Loss from Operations

The Company’s net loss from operations was $3,975,264 for the three months ended February 28, 2019, compared to a net loss of $1,799,665 for the same period in 2018. The increase in net loss is primarily the result of the decrease in revenues combined with the increase in depreciation, general and administrative expenses, professional fees and stock-based compensation expense as noted above. These increases were partially offset by a decrease in advertising and communications expense.

Interest Revenue

Interest revenue for the quarter ended February 28, 2019 was $6,620, compared to $nil during the same period in 2018. The increase is the result of interest earned on GIC’s held by the Company. There were no such investments in 2018.

Net Loss Attributable to the Company

The Company’s net loss attributable to shareholders of the Company was $3,725,929 for the three months ended February 28, 2019, compared to a net loss of $1,678,847 for the same period in 2018. The increase in net loss is primarily the result of the decrease in revenues combined with the increase in depreciation, general and administrative expenses, professional fees and stock-based compensation expense as noted above. These increases were partially offset by an increase in interest revenue and decrease in advertising and communications expense.

5. Comparison of Results for the Nine Months Ended February 28, 2019 and 2018

Selected Financial Information

For the nine months Ended		**February 28, 2019**		**February 28, 2018**
Total revenue	$	-	$	1,156,109
Advertising and Communications		995,179		1,010,084
Depreciation		272,451		14,205
General and Administrative Expenses		4,102,665		2,152,897
Professional fees		386,715		111,989
Stock based compensation		3,662,104		943,545
Net loss from Operations		(9,481,114)		(3,400,723)
Interest Revenue		13,355		-
Impairment of goodwill, write down of investments and intangibles and discontinued operations		3,501,249		-
Net loss attributable to the Company	$	(12,534,285)	$	(3,144,748)

Total Revenue
For the nine months ended February 28, 2019, the Company did not generate any sales from any of its operations, including HempMed (2018: $1,156,109). During the same period in 2018, the Company generated sales from HempMed and its associated “Joshua Tree” and “Dr. Furbaby” brands. The Company ceased production and sales of these products in May 2018 and, as a result, the Company no longer has any sources of revenue. The Company plans to re-commence production and sales once it obtains the appropriate licenses and understands which products can be legally sold in Canada under the *Cannabis Act*.

Advertising and Communications
Advertising and communications expenses for the nine months ended February 28, 2019 was $995,179, compared to $1,010,084 during the same period in 2018. Overall the balance has remained consistent year-over-year.

Depreciation
Depreciation expense for the nine months ended February 28, 2019 was $272,451, compared to $14,205 during the same period in 2018. The increase is attributable to the commencement of depreciation on leasehold improvements.

General and Administrative Expenses
General and administrative expenses for the nine months ended February 28, 2019 were $4,102,665, compared to $2,152,897 during the same period in 2018. The increase was primarily attributable to salaries and management fees, consulting fees, rent and office expenses, travel and insurance. In particular, salaries and management fees were $2,320,537 for the nine months ended February 28, 2019, compared to $1,104,655 during the same period in 2018. The substantial increase in salaries and management fees is a result of executive and management positions in addition to acquisitions and investments in various subsidiaries including Sublime, CannaCanada, MJT and HempMed. The Company has added new headcount at its corporate office in Vancouver and all subsidiaries as it invests in and develops each business.

Professional Fees
Professional fees for the nine months ended February 28, 2019 were $386,715, compared to $111,989 during the same period in 2018. The increase was attributable to legal costs associated with asset acquisitions and supporting the development of the Company’s projects.

Stock Based Compensation
Stock-based compensation expenses for nine months ended February 28, 2019 was $3,662,104, compared to $943,545 during the same period in 2018. The Company uses the Black Scholes valuation model for options granted at fair value of shares issued to officers, management and consultants. The increase is primarily the result of stock options granted to Howard Steinberg, new CEO, and options forfeited by the former CFO.

Net Loss from Operations
The Company's net loss from operations was $9,481,114 for the nine months ended February 28, 2019, compared to a net loss of $3,400,723 for the same period in 2018. The increase in net loss is primarily the result of the decrease in revenues combined with the increase in depreciation, general and administrative expenses, professional fees and stock-based compensation expense as noted above. These increases were partially offset by a decrease in advertising and communications expense.

Interest Revenue
Interest revenue for the nine months ended February 28, 2019 was $13,355, compared to $nil during the same period in 2018. The increase is the result of interest earned on GIC's held by the Company. There were no such investments in 2018.

Impairment of goodwill, write down of investments and intangibles and discontinued operations
During the nine months ended February 28, 2019, the Company recorded one-time charges as follows; $888,056 for the impairment of HempMed goodwill, $610,387 for the write down of the Company's investment in Solaris, $943,647 for the impairment of Budly intangible assets and an allowance for discontinued operations of $1,059,159 has been provided against the prepaid deposits and inventory.

Net Loss Attributable to the Company
The Company's net loss attributable to shareholders of the Company was $12,534,285 for the nine months ended February 28, 2019, compared to a net loss of $3,144,748 for the same period in 2018. The increase in net loss is primarily the result of the decrease in revenues combined with the increase in depreciation, general and administrative expenses, professional fees and stock-based compensation expense as noted above. These increases were partially offset by an increase in interest revenue and decrease in advertising and communications expense.

6. Financial Condition and Liquidity

6.1 Working Capital

As at	**February 28, 2019**	**May 31, 2018**
Cash and cash equivalents	$ 1,721,557	$ 6,631,185
Accounts receivable	1,051,837	1,194,904
Due from related party	531,873	80,936
Inventory	774,369	1,060,718
Total Current Assets	4,079,636	8,967,743
Accounts payable and accrued liabilities	374,372	957,388
Due to related parties	303,492	43,688
Total Current Liabilities	677,864	1,001,076
Working Capital	$ 3,401,772	$ 7,966,667

Our business requires an ongoing investment in property, plant and equipment and intangible assets. We have lease commitments which are disclosed in the notes to its audited financial statements for the year ended May 31, 2018 and certain construction and professional service commitments related to its Weedon Facility. Our current working capital is insufficient to fund current operations and fund current capital expansion plans for the next 12 months. We intend to finance these activities primarily through equity issuances from the ATM program and definitive agreement with Alumina Partners LLC. There can be no assurance, however, that we will be successful in our efforts to continue to raise capital in the form of equity. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

Amounts receivable were $1,051,837 as at February 28, 2019 (May 31, 2018: $1,194,904), with the decrease primarily attributable to collection of GST/HST and QST receivables which was partially offset by increased receivables for raw materials which were returned to their manufacturer.

Due from related party were $531,873 as at February 28, 2019 (May 31, 2018: $80,936), with the increase primarily attributable to two loans provided to Rob Gietl, former CEO, for share purchases and tax deductions. Both loans are repayable in 2019.

Inventory at November 30, 2018 was $774,369 (May 31, 2018: $1,060,718), which consisted primarily of raw materials used in the HempMed business. The Company ceased production and sales of HempMed related products in May 2018. As a result, the Company is working to return these raw materials back to its manufacturer and expects to recover the balance. The decrease relates to the recover of a portion of the cost of raw materials.

Accounts payable and accrued liabilities were $374,372 as at February 28, 2019 (May 31, 2018: $957,388), with the decrease related primarily to the cessation of purchases if HempMed related products and the wind-down of construction on the office portion of the Weeden facility. Construction of the greenhouse and production facilities will not commence until successful completion of the ACMPR license application.

Due to related parties were $303,492 as at February 28, 2019 (May 31, 2018: $43,688), with the increase related primarily to payments due to the former CFO.

6.2 Cash Flow

For the Nine Months Ended		**February 28, 2019**		**February 28, 2019**
Net cash used in operating activities	$	(6,175,077)	$	(3,240,052)
Proceeds from private placements		6,297,375		15,198,768
Proceeds from ATM		201,528		-
Proceeds from exercise of warrants		1,253,000		2,206,898
Proceed from exercise of options		35,000		321,500
Share issue costs		(228,012)		(157,616)
Subscription receipts		600,000		-
Deferred share issue costs		(337,465)		-
Net cash provided by financing activities		7,821,426		17,569,550
Net cash used in investing activities		(6,555,977)		(4,772,294)
(Decrease) increase in cash	$	(4,909,628)	$	9,557,204

Operating activities used cash of $6,175,077 during the nine months ended February 28, 2019, as compared to using cash of $3,240,052 during the nine months ended February 28, 2018. The current year's total reflects an increase in costs for general and administrative expenses primarily for salaries and professional fees related to additional legal fees. In addition, there was an increase in due from related parties for loans made to Rob Gietl, former CEO, for share purchases and taxes and a decrease in accounts payable and accrued liabilities as construction of the office winds down on the Weeden facility and the HempMed inventory purchases ceased.

Financing activities provided cash of $7,821,426 for the nine months ended February 28, 2019, as compared to $17,569,550 during the nine months ended February 28, 2018. We raised funds primarily through private placements, the ATM Program and the exercise of warrants and options.

Cash used in investing activities for the nine months ended February 28, 2019 was $6,555,977 as compared to $4,772,294 used during the nine months ended February 28, 2018. Cash was used primarily for construction in progress for the Weedon and MJT Projects.

6.3 At-the-market equity distribution program

On October 10, 2018 the Company announced that it has filed a final short form base shelf prospectus dated October 9, 2018 (the “Base Shelf Prospectus") with the securities commissions in each of the Provinces of Canada, other than Quebec. The shelf prospectus filings allow MYM to make offerings of common shares, warrants, subscription receipts, units or debt securities, or a combination thereof, up to an aggregate total of CDN$50 million during the 25-month period that the Base Shelf Prospectus remains effective.

On October 18, 2018 the Company announced that it has established an at-the-market equity distribution program (“ATM Program“) that allows the Company to issue common shares from treasury (“Common Shares“), to the public from time to time at the Company’s discretion, at the prevailing market price when sold through the Canadian Securities Exchange or on any other existing trading market for the Common Shares in Canada. Sale of Common Shares under the ATM Program are being made pursuant to a prospectus supplement dated October 17, 2018 to the Base Shelf Prospectus.

The Company intends to use the net proceeds from the ATM Program, to fund ongoing operations, capital expenditures and potential future acquisitions or investments.

We have issued 263,000 shares at an average of $0.7663 per share shares under the ATM Program for gross proceeds of $201,528.

6.4 Alumina Partners LLC

On January 14, 2019, the Company announced that it executed a definitive agreement for an up to $25 million equity investment by Alumina Partners LLC (“Alumina”), a New York based private equity firm that has made substantial investments in the cannabis space on a private placement basis. The private placement can be drawn over a two-year period, subject to agreement by Alumina. The draw-down nature of this financing gives MYM the potential to access funds when necessary.

During the nine months ended February 8, 2019, the Company has closed on its first tranche under the definitive agreement, consisting of 2,439,024 units at a price of $0.41 per unit for gross proceeds of $1,000,000. Each unit is comprised of one common share and one transferable share purchase warrant with each warrant exercisable into one additional common share at a price of $0.64 for a period of three years.

The Company intends to use the net proceeds from the ATM Program, to fund ongoing operations, capital expenditures and potential future acquisitions or investments.

7. Selected Quarterly Financial Information

The following table sets forth a comparison of the Company's revenues and earnings on a quarterly basis for each of the eight most recently completed quarters. The financial data for the Company's eight most recently completed quarters was prepared in accordance with IFRS. The functional currency and the reporting currency of the Company is in Canadian dollars.

For the Quarter Ended	**Feb 28, 2019**	**Nov 30, 2018**	**Aug 31, 2018**	**May 31, 2018**
Total Revenue	$Nil	$Nil	$Nil	$625,210
Net loss attributable to the Company	($3,725,929)	($6,174,973)	($2,633,383)	($2,223,283)
Basic and diluted loss per share	($0.03)	($0.05)	($0.02)	($0.02)
Total assets	$20,039,637	$20,271,527	$22,504,049	$21,110,862

For the Quarter Ended	**Feb 28, 2018**	**Nov 30, 2017**	**Aug 31, 2017**	**May 31, 2017**
Total Revenue	$477,580	$398,081	$280,448	$142,565
Net loss attributable to the Company	($1,678,847)	($918,165)	($547,736)	($647,407)
Basic and diluted loss per share	($0.02)	($0.01)	($0.01)	($0.01)
Total assets	$20,450,530	$6,621,042	$2,122,477	$1,768,366

The significant increases in the net loss attributable to the Company over the eight most recently completed quarters is attributable to an increase in expenses as the Company has: (i) hired new management and other personnel, which has included the grant of share-based compensation; (ii) incurred additional overhead for office and facilities that are in development; (iii) invested in the development of the HempMed business and overall brand awareness and marketing activities for the MYM brand; (iv) pursued and completed various acquisitions; and (v) during the quarter ended November 30, 2018, the Company recorded one-time charges as follows; $888,056 for the impairment of HempMed goodwill, $610,387 for the write down of the Company's investment in Solaris, $943,647 for the impairment of Budly intangible assets and an allowance for discontinued operations of $1,059,159 has been provided against the prepaid deposits and inventory.

On May 18, 2018, the Company announced that it had ceased production and sales of HempMed and related products. As a result, the Company no longer has any sales until it obtains the appropriate licenses and develops products that will be legal under the *Cannabis Act*. Expenses are expected to continue to increase as the Company continues to invest in the development of its various projects.

8. Management of Capital

The board of directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management policies on an annual basis. The Company's board of directors identifies and evaluates the Company's financial risks and is charged with the responsibility of establishing controls and procedures to ensure financial risks are mitigated.

The Company's objectives when managing capital are to pursue and complete the identification and evaluation of assets, properties or businesses with a view to acquisition. The Company does not have any externally imposed capital requirements to which it is subject.

As at February 28, 2019, the Company had capital resources consisting of cash and cash equivalents. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash and cash equivalents.

The Company's investment policy is to invest excess cash in investment instruments at high credit, quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

The Company's ability to continue as a going concern is dependent upon successful completion of additional financing, continuing support of creditors and its ability to attain profitable operations.

9. Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations or arrangements with respect to any obligations under a variable interest equity arrangement.

10. Related Party Transactions

The Company has entered into certain related party transactions with key management personnel; namely, those persons having authority and responsibility for planning, directing and controlling the activities of the Company or its subsidiaries, directly or indirectly, such as the Company's directors and executive officers.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The table below summarizes the aggregate value of the related party transactions and identifies the key personnel who were related parties in such transactions.

	Nine Months Ended February 28			
		2019		2018
Salaries or Management Fees to Executive Chairman	**$**	**153,846**	**$**	93,750
Salaries or Management Fees to a Director and CMO		**92,307**		-
Salaries to COO		**1,846**		-
Salaries to CSO		**63,846**		-
Legal Fees to a Director and General Counsel		**92,850**		38,000
Consulting Fees to Corporate Secretary		**13,604**		28,500
Consulting Fees to a Company controlled by current CFO		**153,000**		81,000
Management or Consulting Fees to a Company controlled by a former director and financial advisor		**-**		133,041
Salaries or Management Fees to a former Director and General Counsel		**134,654**		63,000
Salaries or Management Fee to a Director and former CEO		**133,769**		205,750
Salaries to former CFO		**359,555**		-
Management Fees to a former Director and CEO		**-**		12,500
Management Fees to a former Director and COO		**-**		6,000
Total salaries, benefits, consulting and management fees		**1,199,277**		661,541
Stock-based compensation		**2,723,403**		237,855
Total salaries and other short-term benefits	**$**	**3,922,680**	**$**	899,396

As at February 28, 2019, the Company had outstanding loans and advances to Rob Gietl, former Director and CEO, in the amount of $531,873 for tax deductions and share purchases. The loan for tax deductions is in the amount of $130,098 is non-interest bearing and is repayable in full prior to May 2, 2019. The loan for share purchases is in the amount of $400,000 accrues interest at a rate of 6% per annum and is repayable in 8 monthly instalments of principal and interest in the amount of $52,651 beginning on September 1, 2019. During the nine months ended February 28, 2019, interest accrued on the loan totaled $1,775 (nine months ended February 28, 2019 - $nil).

The remaining loans and advances are non-interest bearing and are repayable on demand. The company holds shares as collateral for the outstanding balances.

As at February 28, 2019, $303,493 (May 31, 2018: $43,688) were owing to key management personnel for fees and expenses and the amounts were included in due to related parties. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

Name	**Title**		**As at February 28, 2019**		**As at May 31, 2018**
Erick Factor	Director and Executive Chairman	$	**33,064**	$	24,185
Elizabeth Liu	Director and General Counsel		**29,400**		-
Howard Steinberg	Director and CEO		**8,646**		-
Robin Linden	Director and CMO		**13,846**		-
Carith Adkar	CSO		**3,192**		1,835
Sheryl Dhillon	Corporate Secretary		**-**		1,592
Paul Cheetam	COO		**160**		-
Mark Forster	CFO		**25,976**		
Craig Lennox	Former CFO		**187,286**		16,076
Rob Gietl	Former Director and CEO		**1,923**		-
Totals		**$**	**303,493**	**$**	**43,688**

11. Critical Accounting Estimates

The interim consolidated financial statements of the Company are prepared in accordance with IFRS. Management makes estimates and assumptions and uses judgement in applying these accounting policies and reporting the amounts of assets and liabilities, revenue and expenses and other related disclosure. Significant estimates in the accompanying interim consolidated financial statements relate to the valuation of stock-based compensation, warrants, the estimated lives of property, plant and equipment and the carrying value of intangible assets and goodwill. Actual results could differ from these estimates.

12. Changes in Accounting Policies including Initial Adoption

The following new standards, and amendments to standards and interpretations, are not yet effective for the current period and have not been applied in preparing these interim consolidated financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below:

(a) IFRS 16, "Leases", was issued in January 2016, and replaces IAS 17, "Leases". IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Certain leases will be exempt from these requirements. IFRS 16 is effective for periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of this standard on its financial position and financial performance. The Company plans to apply the new rules retrospectively from June 1, 2018 in its annual financial statements ending May 31, 2019. The Company has several long-term leases and as a result this standard will have an impact on future financial statements and comparative periods.

13. Non-GAAP Measures

The Company has included certain non-GAAP financial measures to supplement its Interim Consolidated Financial Statements, which are presented in accordance with IFRS, including the following:

- Working capital. The Company uses "working capital" to explain and analyze Capital Resources. Working capital is defined as current assets fewer current liabilities. To be conservative, the Company deducts deposit and prepaids from working capital to illustrate its short-term liquidity position.

The Company believes that this measure, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-

GAAP financial measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Management's determination of the components of non-GAAP and additional measures are evaluated on a periodic basis influenced by new items and transactions, a review of investor uses and new regulations as applicable. Any changes to the measures are duly noted and retrospectively applied as applicable.

14. Disclosure of Outstanding Share Data

As of the date of this MD&A, the Company's authorized share capital consists of an unlimited number of common shares without par value. The Company had the following securities outstanding as at April 23, 2019:

Type of Security	Number Outstanding
Common Shares	129,366,057
Stock Options	12,300,000
Warrants	17,734,648
Fully Diluted	159,400,705

15. Risk Factors

Any investment in the securities of the Company is speculative, due to the nature of its business and its general stage of development. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward looking-statements relating to the Company. In addition to the usual risk associated with investment in a business, investors should carefully consider the following risk factors as well as the risk factors set out in the Company's other public disclosure.

The Company's business and results of operations are subject to a number of risks and uncertainties, including but not limited to the following:

- the Company's limited operating history and inability to assure profitability;
- the Company's reliance on licensing and renewals of such licenses, including licenses to produce and sell cannabis oil products;
- changes in laws, regulatory regimes and guidelines relating to the marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of medical marijuana;
- the potential for adverse changes or developments affecting the Company's projects, such as the Laval Facility, the Weedon Facility, the MJT Project and the Northern Rivers Project;
- the Company's dependence on key personnel, including directors, officers and other employees;
- the Company's reliance on the parties to its joint ventures;
- the Company's dependence on development of its joint ventures;
- increased competition in the medical marijuana industry;
- the Company will need to obtain additional debt or equity financing in the future to support ongoing operations, and there can be no assurance that such financing will be available to the Company when needed or on terms acceptable to the Company;
- the medical marijuana industry is in its early development stage and is subject to restrictions on sales and marketing activities, as imposed by Health Canada and various other regulatory bodies;
- the potential for security breaches of the Company's properties, products, equipment, information technology systems and software, among other things;
- fluctuation of the market price of the Company's common shares; and
- the other risks identified in the Company's most recent Annual Information Form under the "Risk Factors" section and in the Company's other public disclosure, available under the Company's profile on SEDAR at www.sedar.com.

16. Caution Regarding Forward-Looking Information

Certain information in this MD&A contains comments that constitute forward-looking information within the meaning of applicable securities legislation.

*This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws ("**forward-looking information**") concerning the Company including, but not limited to, anticipated results and developments in the Company's operations in future periods, and other matters that may occur in the future. Forward-looking information contained in this MD&A includes, but is not limited to, statements regarding:*

- *the anticipated growing space to be operated by the Company;*
- *the competitive conditions of the industry;*
- *the Company's plans to increase its ownership stake in Sublime;*
- *the Company's plans to sell cannabis to the Quebec Government;*
- *the expected costs and investments for construction of the Company's projects;*
- *the anticipated key dates and anticipated production capacity associated with the development of the Laval Facility, the Weedon Facility, the MJT Project and the Northern Rivers Project;*
- *the expected development of the CannaCentre;*
- *completion of the investment related to the joint venture with Colombia Organica S.A.S;*
- *completion of the joint venture with Aqueous Sciences of Nevada*
- *the plan to build and operate a cannabis production facility in Medellin, Colombia in partnership with Colombia Organica S.A.S;*
- *the plan to cultivate, extract, and distribute hemp in Nevada and New Mexico;*
- *MJT Manufacturing receiving its ISO certification and operating a GMP certified 5,000 sq. foot production facility;*
- *MJT's Dealer's License to be grandfathered and transitioned into 3 new licenses;*
- *the reintroduction of Joshua Tree's products;*
- *the further development of Budly and its plan to commence operations locally and globally; and*
- *the research and development goals of the Company in conjunction with its partners, including CEGEP (college).*

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about:

- *the anticipated growing space to be operated by the Company;*
- *the Company's construction plans and timeframe for completion of such plans;*
- *the anticipated costs and investments for construction of the Company's projects;*
- *general economic, financial market, regulatory and political conditions in which the Company operates;*
- *general demand and consumer interest in the Company's products;*
- *competition;*
- *the Company's ability to increase its ownership stake in Sublime;*
- *anticipated and unanticipated costs;*
- *the ability of the Company to generate cash flow from operations and obtain necessary financing on acceptable terms;*
- *government regulation of the Company's activities and products, including in the areas of taxation and environmental protection;*
- *the timely receipt of required regulatory approvals;*
- *the ability of the Company to obtain qualified staff, equipment and services in a timely and cost-efficient manner; and*
- *the ability of the Company to conduct operations in a safe, efficient and effective manner.*

Forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, events, results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, without limitation, those related to:

- *the industry-wide risks;*
- *the Company's ability to obtain financing;*
- *the Company's dependence on key personnel;*
- *availability of third-party contractors or equipment;*
- *difficulties in construction or in obtaining qualified contractors to complete construction projects;*
- *the Company's reliance on joint venture parties and other counterparties;*
- *the Company's ability to manage anticipated and unanticipated costs;*
- *the costs of construction of the Company's projects being higher than anticipated by the Company;*
- *the time to complete the Company's projects being longer than anticipated by the Company;*
- *failure of equipment to operate as anticipated;*
- *unfavorable publicity or consumer perception of the cannabis industry or the Company;*
- *the impact of any negative scientific studies on the effects of cannabis;*
- *environmental risks;*
- *changes in laws and regulations may increase costs of doing business and/or restrict the Company's activities and operations or plans for international and domestic expansion;*
- *community relations;*
- *changes in the Company's over-all business strategy;*
- *restrictions imposed by the Canadian Securities Exchange on the Company's business;*
- *the Company's lack of operating revenues;*
- *inability to obtain necessary licenses and permits, including Health Canada licenses;*
- *governmental regulations;*
- *the Company's inability to increase its ownership stake in Sublime;*
- *delays in, or the Company's inability to execute on, its multi-phase expansion plan together with its joint venture partners and other counterparties for the , Nevada and New Mexico hemp projects, the MJT Project, the Laval Facility and the Weedon Facility; and*
- *inability to complete, or to achieve the expected production capacity of, the Nevada and New Mexico projects, the MJT Project, the Laval Facility or the Weedon Facility.*

This is not an exhaustive list of the risks and factors that may cause actual results to differ materially from the Company's forward-looking information. There may be other factors that cause actions, events, conditions, results, performance or achievements not to be as anticipated, estimated or intended. In addition to those discussed in this MD&A, please refer to the risks described in the Company's public disclosure record, including the Company's Annual Information Form. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.