POCML 4 INC.

(a Capital Pool Corporation)

Management's Discussion and Analysis

For the Quarter Ended: **June 30, 2018**

Date of Report: **August 15, 2018**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of POCML 4 Inc. ("POCML", the "Company", "we" or "our") should be read in conjunction with POCML's unaudited condensed interim financial statements and notes thereto as at and for the nine months ended June 30, 2018, and the audited financial statements for the period from January 23, 2017 (the date of incorporation of the Company) to September 30, 2017.

All financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts in this MD&A are reported in Canadian dollars.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Nature of the Business and Incorporation:

POCML was incorporated under the *Business Corporation Act* (Ontario) on January 23, 2017 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholder approval.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of a business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The Company is domiciled in the province of Ontario, Canada and the head office and the registered head office of the Company is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

The Company currently has one employee, David D'Onofrio, who is the Chief Executive Officer, Chief Financial Officer, Secretary and a director.

Results of Operations – Three months ended June 30, 2018

The Company recorded a net loss and comprehensive loss of $10,958 during the three months ended June 30, 2018. There was no comparative period as there has been no operating activity for the period from the date of incorporation (January 23, 2017) to September 30, 2017.

The net loss for the three months ended June 30, 2018 is represented by the following expenses incurred in the period:

Operating, general & administrative	$ 11,949
Interest Income	$ (991)
	$ 10,958

Results of Operations – Nine months ended June 30, 2018

The Company recorded a net loss and comprehensive loss of $107,754 during the nine months ended June 30, 2018. There was no comparative period as there has been no operating activity for the period from the date of incorporation (January 23, 2017) to September 30, 2017.

The net loss for the nine months ended June 30, 2018 is represented by the following expenses incurred in the period:

Operating, general & admin	$ 42,603
Professional fees	$ 25,142
Stock based compensation	$ 41,000
Interest Income	$ (991)
	$ 107,754

The Company, during the nine months ended June 30, 2018, incurred expenses primarily related to stock based compensation as well as general operations (see information elsewhere in this MD&A).

Liquidity and capital resources

As at September 30, 2017, the Company had $400,000 in cash, and on June 30, 2018, the Company had $508,989 in cash.

Total liabilities at June 30, 2018 were $12,578, an increase of $12,578 from September 30, 2017, when total liabilities were $0.

Shareholder equity increased to $557,650 as at June 30, 2018, up by $157,650 from $400,000 at September 30, 2017.

Quarterly Finanical Results

Quarter Ended	Revenue	Income / (Loss)	Income/ (Loss) per share
June 30, 2018	-	(11,949)	(0.00)
March 31, 2018	-	(208,272)	(0.02)
December 31, 2017	-	(21,936)	(0.00)

Segmented Information

The Company has a single reportable geographic segment – Canada – and all of the Company's assets are located in Canada.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Investor Relations

During the nine months ended June 30, 2018, the Company's management handled the Company's investor relations activities.

Outstanding Share Capital as at June 30, 2018 and as of August 15, 2018

(a) Authorized
Unlimited number of common shares
Unlimited number of special shares

(b) Issued
10,000,000 common shares $557,650

(c) Escrowed shares:

On September 15, 2017, the Company issued 8,000,000 common shares at $0.05 per share for total proceeds of $400,000.

The issued and outstanding common shares are held in escrow pursuant to the requirements of the Exchange and 10% are to be released on the completion of the Company's Qualifying Transaction (as such term is defined in Policy 2.4 of the Exchange) and 15% are to be released on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the final Exchange bulletin in respect of the Company's Qualifying Transaction is issued.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person (as such term is defined in the policies of the Exchange) are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be escrowed.

On February 6, 2018, the Company completed an initial public offering of 2,000,000 common shares at $0.10 per share for gross proceeds of $200,000 pursuant to a prospectus dated November 14, 2017. The Company paid cash commission and other expenses of $12,335 and also issued 140,000 agent options to the registered agent. Each agent option entitles the holder to purchase one common share at a price of $0.10 per common share until February 6, 2020.

In addition, the Company paid a commission of $14,000, representing 7% of the aggregate gross proceeds of the offering, to the agent as compensation for acting as agent, and a corporate finance fee of $10,000.

The cash raised from its initial public offering will be primarily used to pursue a qualifying transaction.

Transactions with Related Parties

During the nine months ended June 30, 2018, the Company granted to directors an aggregate of 1,000,000 options to purchase common shares, exercisable at a price of $0.10 per share for five years from the date of grant. There was no further compensation to key management personnel for the nine months ended June 30, 2018.

Financial Instruments

The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturities of these instruments.

Management of Capital

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

Future Change in Accounting Policies

Refer to Note 2 in the Notes to the Condensed Interim Financial Statements as at and for the nine months ended June 30, 2018 for details of the Company's significant accounting policies. The following are future changes in accounting policies:

(a) IFRS 9, Financial Instruments

IFRS 9 Financial Instruments was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

Contingency

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

Risk Disclosures and Fair Value

The Company's financial instruments, consisting of cash, amounts receivable and accounts payable and accrued liabilities approximates fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Additional Information

Additional information relating to POCML, including its audited financial statements from incorporation (January 23, 2017) to September 30, 2017 and its prospectus dated November 14, 2017, are available under the Company's profile on SEDAR at www.sedar.com.

Outlook

Management believes the Company is well positioned to seek and complete a Qualifying Transaction. The Company believes that it has sufficient cash and capital resources pending completion of a Qualifying Transaction in accordance with the policies of the Exchange.

Subsequent Events

(a) Qualifying Transaction & Concurrent Financing:

The Company has entered into a master agreement dated July 16, 2018 with MediPharm Labs Inc. (“MediPharm”) which outlines the general terms and conditions of a proposed transaction (the “Transaction”) pursuant to which the Company will amalgamate with MediPharm (the “Amalgamation”) to form a newly amalgamated entity (“Amalco”). The Amalgamation is subject to regulatory approval, including the approval of the Exchange, and standard closing conditions, including completion of due diligence investigations to the satisfaction of each of the Company and MediPharm. Prior to completion of the Amalgamation, the Company proposes to effect a consolidation of the issued and outstanding POCML shares on the basis of one “new” POCML share for every two “old” POCML shares issued and outstanding (the “Consolidation”). The Amalgamation constitutes Company’s Qualifying Transaction.

MediPharm is a pioneer in the cannabis industry as the first company in Canada to become a licensed producer for cannabis oil production without first receiving a cannabis cultivation licence. This focus on cannabis concentrates allows MediPharm to work with its established, Health Canada-approved cultivation partners to produce pharmaceutical-grade cannabis oil with a competitive advantage focused on downstream secondary extraction methodology, distillation, and cannabinoid isolation and purification. MediPharm will provide contract processing of cannabis to Canadian authorized licensed producers and appropriate international growers and supplies cGMP (current good manufacturing practice) cannabis oil to qualified companies for sale under their own brand. In addition, MediPharm will supply raw materials and processing for the creation of ready-to-sell cannabis products.

Prior to entering into the master agreement, MediPharm completed a brokered private placement co-led by Canaccord Genuity Corp. and PowerOne Capital Markets Ltd. of 2,070,571 units (“Units”) at a price of $10.778 per Unit for aggregate gross proceeds of $22,316,600. Each Unit consists of one MediPharm share and one-half of one share purchase warrant. Each warrant entitles the holder thereof to acquire an additional MediPharm share at a price of $15.216 (the “Exercise Price”) until the date that is 24 months following the completion of the Transaction, subject to customary anti-dilution provisions. The MediPharm shares will be exchanged for post-Consolidation common shares of the Company based on the exchange ratio in connection with the Transaction, and the warrants will either be exchanged for equivalent securities of the Company or entitle the holders to acquire post-Consolidation common shares of the Company in lieu of Medipharm shares on the same terms, subject to adjustment in accordance with the exchange ratio, with the result that the effective price paid per Unit after giving effect to the Transaction will be $0.85 cents, and the effective Exercise Price will be $1.20. The agents received a cash commission equal to 7% of the gross proceeds raised in the offering and such number of broker warrants that is equal to 7% of the number of Units sold, provided that no cash commission was payable or broker warrants issuable in respect of up to $4,000,000 in gross proceeds raised pursuant to MediPharm's president's list. Each broker warrant is exercisable to acquire one Unit at a price of $10.778 until the date which is 24 months following the completion of the Transaction, subject to customary anti-dilution provisions.

The net proceeds from the offering will be used to expand MediPharm's business and for general corporate purposes.

Prior to the completion of the Transaction, the Company shall hold a meeting of its shareholders on August 23, 2018 for the purpose of approving, among other matters: (i) the Consolidation; (ii) election of the board of directors of the Company; and (iii) the approval of the Amalgamation. Upon closing of the Transaction, the board of Amalco shall be reconstituted to be comprised of five members nominated by MediPharm in a manner that complies with the requirements of the Exchange and applicable securities laws.

Completion of the Transaction is subject to a number of conditions, including, but not limited to, final Exchange acceptance and receipt of all applicable shareholder approvals. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed, or at all.

Further details about the proposed Transaction can be found in the POCML press release dated May 15, 2018 available on SEDAR at www.sedar.com.

Internal Controls over Financial Reporting ("ICFR")

No changes have occurred in the current period in the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Disclosure Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's interim financial statements for the period ended June 30, 2018 (together, the "Interim Filings").

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and ICFR, as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.