Condensed Interim Consolidated Financial Statements

Canada House Wellness Group Inc.

Three Months Ending July 31, 2018 and 2017
(Stated in thousands, except for share, option and warrant information)

Canada House Wellness Group Inc.

Condensed Interim Consolidated Statements of Financial Position as at July 31, 2018 and April 30, 2018
Stated in thousands of Canadian Dollars except for share, option and warrant information

	July 31, 2018	April 30, 2018
Assets		
Current Assets		
Cash	$ 5,844	$ 8,953
Trade and other receivables	794	496
Prepaid expenses and deposits	92	84
Sales tax receivable	876	768
Current portion of loan receivable (note 4)	10	10
	7,616	10,311
Loan Receivable (note 4)	-	10
Property, Plant and Equipment (note 5)	5,436	4,729
	$ 13,052	$ 15,050
Liabilities		
Current Liabilities		
Trade and other payables	$ 2,532	$ 3,077
Due to shareholders (note 6)	114	125
Sales taxes payable	427	387
Income taxes payable	44	44
Current portion of long-term debt (note 10)	7	8
	3,124	3,641
Convertible Debentures (note 9)	1,561	1,687
Long-Term Debt (note 10)	21	22
Deferred Income Tax Liabilities	516	516
Deferred Lease Inducement	2	3
Purchase Consideration Payable (note 2)	3,117	3,117
	8,341	8,986
Shareholders' Equity		
Share Capital (note 11)	23,872	23,473
Contributed Surplus	8,695	8,249
Equity Component of Convertible Debentures (note 9)	1,329	1,498
Accumulated Deficit	(29,185)	(27,156)
	4,711	6,064
	$ 13,052	$ 15,050

Nature of Operations and Going Concern (note 1)
Contingencies (note 18)
Subsequent Events (note 17)
Business Acquisition and Reverse Takeover (note 2)

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

Approved on behalf of the Board

_____________________, Director _________________________, Director

Canada House Wellness Group Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended July 31, 2018 and 2017
Stated in thousands of Canadian Dollars except for share, option and warrant information

	2018	2017
Revenue	$ 1,231	$ 826
Expenses		
Impairment reversal	-	(19)
Salaries and wages	1,318	950
Stock based compensation expense	446	352
Professional fees	177	313
Rent	178	212
Depreciation and amortization	297	68
Advertising and promotion	22	49
Office and general	126	44
Telephone and internet	62	8
License and registration fees	84	68
Travel expenses	83	61
Subcontractor expenses	30	81
Building expenses	20	33
Insurance	26	8
Public company expenses	7	5
Miscellaneous expenses	4	54
	2,880	2,287
Loss before other income (loss)	(1,649)	(1,461)
Other income (loss)		
Interest and accretion expenses	(293)	(184)
Gain (Loss) on settlement of debt	(17)	65
Foreign exchange loss	(5)	-
Interest income	8	-
	(307)	(119)
Loss before Income Taxes	(1,956)	(1,580)
Income Tax Expense	(72)	-
Loss and Comprehensive Loss for the Period	$ (2,028)	$ (1,580)
Loss per Share - basic and diluted	$ (0.01)	$ (0.01)
Weighted Average Number of Common Shares Outstanding - basic and diluted	166,861,614	119,877,626

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

Canada House Wellness Group Inc.

Condensed Interim Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the three months ended July 31, 2018 and 2017
Stated in thousands of Canadian Dollars except for share, option and warrant information

	Number of Common Shares	Share Capital	Contributed Surplus	Equity Component of Convertible Debentures	Deficit	Total Equity (Deficit)
Balance as at April 30, 2018	164,662,939	$ 23,473	$ 8,249	$ 1,498	$ (27,156)	$ 6,064
Common shares issued pursuant to conversion of convertible debentures (note 11)	4,397,350	399	-	(169)		$ 230
Share based payments (note 12)	-	-	446	-	-	$ 446
Net loss for the period	-	-	-	-	$ (2,028)	$ (2,028)
Balance as at July 31, 2018	169,060,289	$ 23,872	$ 8,695	$ 1,329	$ (29,185)	$ 4,711
Balance as at April 30, 2017	119,877,626	$ 9,000	$ 3,731	$ 299	$ (14,239)	$ (1,209)
Warrants issued in connection with the Transaction	-	-	272	-	-	$ 272
Share based payments	-	-	80	-	-	$ 80
Net loss for the period	-	-	-	-	$ (1,580)	$ (1,580)
Balance as at July 31, 2017	119,877,626	$ 9,000	$ 4,082	$ 299	$ (15,819)	$ (2,438)

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

Canada House Wellness Group Inc.

Condensed Interim Consolidated Cash Flow Statements
For the three months ended July 31, 2018 and 2017
Stated in thousands of Canadian Dollars except for share, option and warrant information

	2018	2017
Operating Activities		
Net loss for the year	$ (2,028)	$ (1,580)
Items not affecting cash:		
Depreciation and amortization	297	68
Impairment of property, plant and equipment	-	(19)
Stock-based compensation	446	352
Deferred lease inducement	1	(1)
Interest accretion	214	140
Interest on convertible and promissory notes	-	32
Gain on settlement of debt	17	(65)
	(1,053)	(1,073)
Net changes in non-cash working capital (note 13):	(931)	468
Net cash used in operating activities	(1,984)	(605)
Investing Activities		
Net cash used in investing activities (note 14)	(994)	(280)
Financing Activities		
Net cash provided by (used in) financing activities (note 15)	(131)	946
Change in cash	$ (3,109)	61
Cash - beginning of period	$ 8,953	729
Cash - end of period	$ 5,844	$ 790
Significant Non-Cash Transactions Not Disclosed Above		
Interest paid	$ -	$ 27
Income taxes paid	-	$ 2

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

1. Nature of Operations and Going Concern

Canada House Wellness Group Inc. (the "Company" or "CHWG"), formerly "Abba Medix Group Inc.", was incorporated September 29, 1982 under the Company Act of the Province of British Columbia and is listed on the Canadian Securities Exchange under the symbol "CHV" (formerly "ABA"). These consolidated financial statements of the Company for the year ended April 30, 2018, comprise the results of the Company and its wholly-owned subsidiaries Abba Medix Corp. ("Abba"), 672800 NB Inc. doing business as Marijuana for Trauma ("MFT"), The Longevity Project Corp ("TLP") and 690050 NB Inc. doing business as Knalysis Technologies ("Knalysis"). Using its own proprietary patient management software developed by Knalysis, MFT provides education services concerning appropriate cannabinoid therapies to patients and in the future, through Abba, intends to offer its own strains of medical cannabis. Abba has received its license to produce medical marijuana under the Access to Cannabis for Medical Purposes Regulations ("ACMPR"), as well as its license to produce cannabis oil. It has been included in an Electronic Trading Fund "ETF," the Emerging Marijuana Growers Fund. Abba has received an amendment to its Producer's Licence from Health Canada to include the sale and provision of marijuana seeds. The Company has started growing but has not harvested any plants and all efforts to date have been for research purposes. It continues to work to receive its license to sell and prepare the production of its products. The registered office is located at 1773 Bayly Street, Pickering, Ontario.

Basis of preparation

The unaudited condensed interim consolidated financial statements ["financial statements"] were prepared using the same accounting policies and methods as those used in the Company's audited consolidated financial statements for the year ended April 30, 2018. These condensed interim consolidated financial statements have been prepared in compliance with IAS 34 -– Interim Financial Reporting. Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ["IFRS"] have been omitted or condensed. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2018.

The timely preparation of the condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies, if any, as at the date of the financial statements, and the reported amounts of revenue and expenses during the period. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the condensed interim consolidated financial statements.

These condensed interim consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on October 1, 2018.

Going Concern

These consolidated financial statements are prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of the business.

The Company's ability to continue as a going concern is dependent upon, but not limited to, generating positive cash flows from operations, and its ability to raise financing necessary to discharge its liabilities as they become due. While the Company has obtained its license to cultivate medical marijuana under the ACMPR and believes there to be a high probability that it will obtain a license to sell marijuana under the ACMPR, it has not yet received it. During the quarter ending July 31, 2018, the Company incurred a net loss of $2,028 (July 31, 2017: $1,580) and as of July 31, 2018, the Company's accumulated deficit was

Stated in thousands of Canadian Dollars except for share, option and warrant information

$29,185 (April 30, 2018: $27,156). As at July 31, 2018, the Company has current assets of $7,616 (April 30, 2018: $10,311) and current liabilities of $3,125 (April 30, 2018: $3,641) resulting in a working capital surplus of $4,491 (April 30, 2018: $6,670).

These conditions have resulted in material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern in the foreseeable future. These consolidated financial statements do not give effect to adjustments that may be necessary, should the Company be unable to continue as a going concern. If the going concern assumption is not used then the adjustments required to report the Company’s assets and liabilities at liquidation values could be material to these consolidated financial statements.

2. Business Acquisition and Reverse Takeover

a) On January 12, 2018, the Company executed a Share Exchange Agreement with the shareholders of Knalysis whereby the Company acquired all of the issued and outstanding common shares in the capital of Knalysis in exchange for 5,000,000 common shares of the Company. Knalysis is a software and data analytics business that has developed software solutions for managing relationships between physicians, providers and patients. The primary reason for the acquisition of Knalysis is for its data collection and analysis tools. For accounting purposes, the Company has been identified as the acquirer and Knalysis the acquired company, and this transaction has been accounted for as a business combination. As such, Knalysis' balances are accounted for at fair value. The balance of the purchase price in excess of the fair value of the acquired assets and liabilities of Knalysis represents the goodwill related to the Knalysis' acquisition. Knalysis' historical share capital and retained earnings have been eliminated.

The allocation of the consideration transferred is as follows:

5,000,000 shares issued to the shareholders of Knalysis	$ 3,100
Patient management software	(658)
Web analytics portal	(162)
Smart-phone application	(162)
Customer relationships	(190)
Net liabilities of Knalysis	372
Deferred tax liability	340
Goodwill	$ 2,640

Since January 12, 2018, Knalysis reported $21 of revenue and a loss of $271. The Company acquired $100 of in trade receivables, which include $75 in receivables from MFT. The Company expects to collect all of the acquired receivables. However, during the year-end, an impairment charge of $2,640 was applied against goodwill and $1,172 against intangible assets. Impairment of goodwill and intangibles was calculated as the difference between the carrying amount of the cash generating unit (“CGU”) and the recoverable amount of the CGU. The recoverable amount of the CGU was determined based on a value in use valuation model. It was determined by management that the operational synergies and relationships that were expected as part of the acquisition had not yet been realized, and there was some uncertainty about the realization of these in the future. In the opinion of management, the benefits of these synergies and the new technology being developed by Knalysis may still provide important benefits in the future, but it is too early to be able to rely on them and these synergies and relationships were amongst the most significant elements of value with respect to the acquisition of Knalysis. Two of the shareholders with significant influence over Canada House also held significant influence as shareholders in Knalysis, prior to the acquisition.

Stated in thousands of Canadian Dollars except for share, option and warrant information

2. Business Acquisition and Reverse Takeover (continued)

b) On June 15, 2016, the shareholders of the Company entered into a Share Exchange Agreement (the "Agreement") with the shareholders of MFT and TLP (together the "Target Shareholders") to exchange a sufficient amount of shares of the Company for all of the issued and outstanding shares of MFT and TLP (the "Transaction"), such that immediately following the completion of the Transaction on November 7, 2016, TLP and MFT became wholly-owned legal subsidiaries of Canada House Wellness Group Inc., and approximately 66% of all of Company's issued and outstanding shares were owned by the Target Shareholders. The primary reason for the acquisitions of TLP and MFT were to leverage TLP and MFT's existing client relationships in anticipation of Abba obtaining its license under the AMCPR. In connection with the Transaction, the Company effected a consolidation of their common shares such that each one and one-half pre-consolidation common shares became one post-consolidation common share in the resulting issuer (the "Share Consolidation").

i) Acquisition of TLP

Upon completion of the Transaction, the former shareholders of TLP controlled 15% of the issued and outstanding common shares of the Company. The Agreement also includes an Earn-Out payment of an aggregate amount of $2,000, of which the former shareholders of TLP are entitled to 22.73%. As at April 30, 2018, the net present value of the Earn-Out payment attributable to TLP using a discount of 18% was $358 (April 30, 2017: $302). The timing of the payment of the Earn-Out payment by the Company to the former shareholders of TLP, is dependent on MFT and TLP (collectively the "Target Business") meeting specific EBITDA performance targets at certain milestones, but will be paid in full by the third anniversary of the Transaction if targets are not met earlier. For accounting purposes, the Company has been identified as the acquirer and TLP the acquired company, and this transaction has been accounted for as a business combination. As such, TLP’s balances are accounted for at fair value, with the balance of the purchase price in excess of the fair value of the acquired assets and liabilities of TLP accounted for as goodwill. TLP's historical share capital and retained earnings have been eliminated.

The allocation of the consideration transferred was as follows:

2,191,119 shares issued upon completion of the Transaction	$	406
12,416,341 shares held in escrow		656
Earn-Out payment		279
Total consideration transferred		1,341
Net assets of TLP acquired		143
Goodwill and intangible assets	$	1,198

2. Business Acquisition and Reverse Takeover (continued)

b) (continued)

i) Acquisition of TLP (continued)

During the year ending April 30, 2017, $1,198 recognized on the acquisition of TLP was impaired, as it was determined by management that the operational synergies and relationships that were expected as part of the acquisition of TLP were not realized, and were not expected to be realized in the future as originally contemplated. In the opinion of management, the absence of these synergies and relationships were the most significant elements of value with respect to the acquisition of TLP. As such, the Company has expensed the full amount of the goodwill on the consolidated statement of loss and comprehensive loss for the year ended April 30, 2017. In addition, in April, 2017, the Company determined that the property, plant and equipment acquired upon the acquisition of TLP in the amount of $23 was impaired. As such, the Company has expensed the full amount these assets on the consolidated statement of loss and comprehensive loss during the year ended April 30, 2017. No further impairments of property, plant and equipment were required during the year ending April 30, 2018.

In the year ended April 30, 2018, TLP had revenue and losses of $53 and $48 respectively. From the period from November 7, 2016, the date of completion of the Transaction, to April 30, 2017, TLP had revenue and losses of $368 and $380 respectively.

ii) Reverse Takeover of MFT

Upon completion of the Transaction, the Company acquired 100% of the issued and outstanding common shares of MFT, in exchange for 49,655,364 common shares of the Company, such that the former shareholders of MFT controlled 51% of the issued and outstanding common shares of the Company. As a result of the former shareholders of MFT controlling the Company following the Transaction, the acquisition constituted a reverse takeover of the Company by MFT. The Agreement also includes a cash payment of $250 on close of the Transaction, an Earn-Out payment of an aggregate amount of $2,000, of which the former shareholders of MFT are entitled to 77%, and a Bonus Earn-Out payment of $2,000 payable to the former shareholders of MFT. As at April 30, 2018, the net present value using a discount rate of 18% of the Earn-Out payment attributable to MFT was $2,759 (April 30, 2017: $2,177). The timing of the payment of the Earn-Out and Bonus Earn-Out payments by the Company to the former shareholders of MFT, are dependent on the Target Business meeting specific EBITDA performance targets at certain milestones but will be paid in full by the third anniversary of the Transaction if targets are met. For accounting purposes, MFT is the deemed acquirer and the Company the deemed acquired company, and accordingly, MFT's assets, liabilities and operations since incorporation are included in these consolidated financial statements at their historical carrying value. The Company's results of operations have been included from November 7, 2016, the date of completion of the Transaction, with assets and liabilities recorded initially at fair value. Since the Company's operations do not meet the definition of a business under IFRS 3, this transaction has been accounted for as a reverse takeover that is not a business combination. Therefore, the Company's share capital, deficit, contributed surplus and equity component of convertible promissory notes payable have been eliminated, the consideration transferred by the Company will be allocated to share capital, and the transaction costs will be expensed.

Stated in thousands of Canadian Dollars except for share, option and warrant information

2. Business Acquisition and Reverse Takeover (continued)

b) (continued)

ii) Reverse Takeover of MFT (continued)

The allocation of the consideration transferred was as follows:

4,966,536 shares issued upon completion of the Transaction	$	921
44,698,828 shares held in escrow		3,515
Cash payment on close of the Transaction		250
Fair value of existing warrants of the Company		388
Fair value of existing options of the Company		3
Fair value of equity portion of existing convertible promissory notes of the Company		103
Fair value of shares to be issued		45
Earn-Out payment		949
Bonus Earn-Out payment		1,228
Total consideration transferred		7,402
Net assets (liabilities) of the Company acquired		(1,478)
Deemed Transaction costs and license application	$	8,880

The acquisition-date fair value of the consideration transferred by the Company for its interest in MFT is based on the number of equity interests MFT would have had to issue to give the owners of the Company the same percentage equity interest in the combined entity that results from the transaction described above. The fair value of the number of equity interests

calculated in that way is used as the fair value of consideration transferred in exchange for MFT. An adjustment has been booked to adjust the fair market value of the Company's equity interest in MFT accordingly. The acquisition of MFT included a late-stage license application which did not meet the definition of an intangible asset pursuant to IFRS 38. As such, the associated costs have been included in transaction costs.

The common shares issued to the former shareholders of MFT and TLP (the "Consideration Shares") are subject to a three year escrow period, subject to accelerated release in fulfillment of certain performance targets (the "Contractual Escrow"). The Contractual Escrow is as follows:

a) 20% of the Consideration Shares shall be delivered on the closing of the Acquisition.

b) subject to MFT and TLP, on a continued basis (the "Target Business") achieving the applicable EBITDA target, 20% of the Consideration Shares shall be released from escrow on the six month anniversary of the closing date of the Transaction. For purposes of calculating the fair value of these shares, a discount of 29% has been applied to reflect the escrow period. The Target Business did not meet the EBITDA targets applicable to the release of these shares from escrow.

2. Business Acquisition and Reverse Takeover (continued)

b) (continued)

ii) Reverse Takeover of MFT (continued)

c) subject to the Target Business achieving the applicable EBITDA target, 20% of the Consideration Shares shall be released from escrow on the twelve month anniversary of the closing date of the Transaction. For purposes of calculating the fair value of these shares, a discount of 42% has been applied to reflect the escrow period.

d) subject to the Target Business achieving the applicable EBITDA target, 20% of the Consideration Shares shall be released from escrow on the eighteen month anniversary of the closing date of the Transaction. For purposes of calculating the fair value of these shares, a discount of 49% has been applied to reflect the escrow period.

e) subject to the Target Business achieving the applicable EBITDA target, 20% of the Consideration Shares shall be released from escrow on the twenty-four month anniversary of the closing date of the Transaction. For purposes of calculating the fair value of these shares, a discount of 55% has been applied to reflect the escrow period.

In the event that the Target Business does not meet the applicable EBITDA targets by the applicable anniversary date of the closing date of the Transaction, then such portion of the Consideration Shares shall remain in escrow until the third anniversary of the closing date of the Transaction. As of the date of these financial statements, the EBITDA targets have not been met. In addition to the Contractual Escrow, the release of the Consideration Shares will be subject to statutory escrow provisions such that 10% will be released upon listing on the Canadian Stock Exchange with subsequent releases of 15% every six months thereafter.

The former shareholders of MFT control the voting rights to 13,146,654 common shares held by the former shareholders of TLP pursuant to the terms of a voting trust agreement, representing 11% of outstanding common shares immediately following the Transaction. The former shareholders of MFT may exercise all of the voting rights attached to the common shares held by the former shareholders of TLP at all annual and special meetings of the shareholders of the Company held on or before June 30, 2018, after which all voting rights return to the former shareholders of TLP.

During the year ended April 30, 2017, the Company incurred professional fees of $201. During the year ended April 30, 2017, these costs were combined with the transaction costs of $8,880 on the statement of loss and comprehensive loss.

3. New standards, amendments and interpretations

The following new accounting standards were applied or adopted during the period ended July 31, 2018:

[i] IFRS 9 - Financial Instruments [“IFRS 9”]

The adoption of IFRS 9 did not have any impact on the Company’s consolidated financial statements. IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale.

The adoption of IFRS 9 has not had a significant effect on the consolidated financial statements. The impact of IFRS 9 on the classification and measurement of financial assets is set out below.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income [‘‘FVOCI’’]; or fair value through profit and loss [‘‘FVTPL’’]. The classification of financial assets under IFRS 9 is based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated. Instead, the hybrid financial asset as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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A financial asset [unless it is a trade receivable without a significant financing component that is initially measured at the transaction price] is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	Subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	Subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss, even upon derecognition.

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

IFRS 15 supersedes IAS 18 – *Revenue* and IAS 11 – *Construction Contracts* and related interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The standard requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Company adopted IFRS 15 using the modified retrospective method of adoption on May 1, 2018. The effect of adopting IFRS 15 did not have any impact on the Company’s consolidated financial statements.

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

[i] 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.

Stated in thousands of Canadian Dollars except for share, option and warrant information

[ii] IFRIC 23 – Uncertainty over Income Tax Treatment ["IFRIC 23"]

In June 2017, the IASB issued IFRIC 23, which clarifies the accounting for uncertainties in income taxes. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. The requirements are applied by recognizing the cumulative effect of initially applying them in retained earnings, or in other appropriate components of equity, at the start of the reporting period in which the Company first applies them, without adjusting comparative information. Full retrospective application is permitted, if the Company can do so without using hindsight. The Company is in the process of evaluating the impact of IFRIC 23 on the Company's consolidated financial statements.

4. Loan Receivable

Loan receivable consists of the following as at July 31, 2018 and April 30, 2018:

	July 31 2018	April 30, 2018
Principal balance	$ 10	$ 20
Less: current portion	(10)	(10)
	$ -	$ (10)

On June 21, 2016, the Company loaned $30 to a company (the "Debtor") for the purpose of enabling it to open a location in Oromocto, New Brunswick, and to allow the two companies to cross-sell their products. The Debtor is a related corporation as the shareholders of the Company are also significant shareholders of the Debtor. The loan is unsecured, non-interest bearing, is repayable annually at $10 per year with a final payment on June 21, 2019. In June 2018, the current portion, $10 was received.

Stated in Canadian Dollars

5. Property, Plant and Equipment

As at April 30, 2018	Leasehold Improvements	Security Equipment	Computer Equipment	Computer Software	Manufacturing Equipment	Furniture, Fixtures and Miscellaneous Equipment	Vehicles	Building	Land	Intellectual Property (a)	Total
Cost											
Balance, beginning of period	3,186	363	171	398	423	313	63	261	255	13	5,446
Additions	380	-	24	-	5	9	-	-	-	588	1,008
Disposals		-	-	-	-	(3)	-	-	-	-	(3)
Balance, end of period	3,567	363	195	398	428	318	63	261	255	601	6,450
Accumulated depreciation											
Balance, beginning of period	158	116	68	145	75	89	44	20	-	3	718
Depreciation	178	22	10	19	21	12	1	2	-	30	297
Disposals	-	-	-	-	-	(1)	-	-	-	-	(1)
Balance, end of period	336	137	78	164	97	100	45	23	-	33	1,013
Net carrying amount as at July 31, 2018	3,230	226	117	234	332	218	18	238	255	569	5,436

During the three months ending July 31, 2018, the Company licensed technology from Medicine Man Technologies Inc. See note 17(a).

Stated in Canadian Dollars

5. Property, Plant and Equipment (continued)

As at April 30, 2018	Leasehold Improvements	Security Equipment	Computer Equipment	Computer Software	Manufacturing Equipment	Furniture, Fixtures and Miscellaneous Equipment	Vehicles	Building	Land	Intellectual Property	Total
Cost											
Balance, beginning of period	1,594	214	105	307	187	234	93	261	465	-	3,460
Additions	1,791	149	66	91	237	79	-	-	-	13	2,426
Disposals	(198)	-	-	-	-	-	(31)	-	(210)	-	(439)
Balance, end of period	3,187	363	171	398	424	313	62	261	255	13	5,447
Accumulated depreciation											
Balance, beginning of period	38	29	27	56	-	41	40	10	-	-	241
Depreciation	121	87	42	89	75	48	12	10	-	3	487
Disposals	(1)	-	-	-	-	-	(9)	-	-	-	(10)
Balance, end of period	158	116	69	145	75	89	43	20	-	3	718
Net carrying amount as at April 30, 2018	3,029	247	102	253	349	224	19	241	255	10	4,729

6. Due to Shareholders

The amounts due to shareholders are non-interest bearing, unsecured, and have no specific terms of repayment.

7. Promissory Notes

During May, July, September, November and December 2017, the Company issued seven promissory notes with aggregate principal of $2,200 to a controlling shareholder and related party. The promissory notes bear interest at 5% per annum, with principal and accrued interest payable on or before August 1, 2018. Should the Company choose to make a public offering of its common stock, warrants or debenture, the note holders may have the right to convert any or all of the outstanding principal into participation in the offering, receiving at the such time of the election, payment of all accrued interest to liquidate the note. If the notes are not paid in accordance with the above terms, the principal and accrued interest thereon shall draw interest at a rate of 8% per annum, and that failure to make any payment of principal or interest when due shall cause the entire note to become due at once, or the interest to be counted as principal, at the option of the holder of the note, and all costs of collection, including attorney and court costs, will be borne by the maker of this note.

The present value of promissory notes on initial recognition was $1,952, using a discount rate of 19.29% to 20.12%, depending upon the date of issuance.

The promissory notes have been fully repaid as of July 31, 2018 resulting in the aggregate carrying value of the promissory notes of nil as at July 31, 2018 (April 30, 2018 - $19).

8. Convertible Promissory Notes

As a result of the Transaction, the following unsecured convertible promissory notes were acquired at fair value, which were originally issued by CHWG during its year ended July 31, 2015:

a) Principal of $250 with interest at a rate of 2% per month due and payable on a monthly basis beginning 30 days from the effective date until the maturity date of August 4, 2015. The outstanding principal amounts shall be due and payable on August 4, 2015. During the year ended April 30, 2017, the Company entered into a debt settlement agreement with the noteholder pursuant to which the Company paid $250 and issued 281,106 common shares (note 16(j)) of the Company in full satisfaction of the outstanding principal and accrued interest of $87. In addition, the Company issued 125,000 common shares previously recognized as shares to be issued, as a financing charge related to the issuance of the convertible promissory note (note 16(j)). The fair value of the shares issued approximated the carrying amount of the accrued interest on the settlement date, thus there was no gain recognized on the settlement of the debt.

b) Principal of $25 with interest at a rate of 2% per month due and payable on a monthly basis beginning 30 days from the effective date until the maturity date of August 4, 2015. The outstanding principal amounts were payable on August 4, 2015. As at April 30, 2016, trade and other payables included $3 of accrued interest related to this convertible promissory note. During the year ended April 30, 2017, the Company entered into a debt settlement agreement with the noteholder pursuant to which the Company paid $25 and issued

Stated in Thousands of Canadian Dollars

Convertible Promissory Notes (continued)

140,611 common shares (note 16(j)) of the Company in full satisfaction of the outstanding principal and accrued interest of $9. In addition, the Company issued 125,000 common shares previously recognized as shares to be issued, as a financing charge related to the issuance of the convertible promissory note (note 16(j)). The fair value of the shares issued approximated the carrying amount of the accrued interest on the settlement date, thus there was no gain recognized on the settlement of the debt.

c) Principal of $25 with interest at a rate of 2% per month due and payable on a monthly basis beginning 30 days from the effective date until the maturity date of August 4, 2015. The outstanding principal amounts shall be due and payable on August 4, 2015. During the year ended April 30, 2017, the promissory note and accrued interest was paid in full.

The aggregate carrying value of the convertible promissory notes as at April 30, 2018 is calculated as follows:

Balance as at April 30, 2016	$ -
Assumed upon completion of the Transaction	300
Less: principal repayments	(300)
Balance, April 30, 2017, 2018 and July 31, 2018	$ -

As a result of the Transaction, the following unsecured convertible promissory notes were acquired at fair value, which were originally issued by CHWG during its year ended July 31, 2016:

a) Principal of $50 with interest at a rate of 15% per annum and payable in arrears on a quarterly basis on the last day of each of March, June, September and December the effective date until the maturity date of May 3, 2018. The outstanding principal amounts shall be due and payable on May 3, 2018.

b) Principal of $50 with interest at a rate of 15% per annum and payable in arrears on a quarterly basis on the last day of each of March, June, September and December the effective date until the maturity date of May 13, 2018. The outstanding principal amounts shall be due and payable on May 13, 2018.

c) Principal of $50 with interest at a rate of 15% per annum and payable in arrears on a quarterly basis on the last day of each of March, June, September and December the effective date until the maturity date of May 20, 2018. The outstanding principal amounts shall be due and payable on May 20, 2018.

d) Principal of $50 with interest at a rate of 15% per annum and payable in arrears on a quarterly basis on the last day of each of March, June, September and December the effective date until the maturity date of June 1, 2018. The outstanding principal amounts shall be due and payable on June 1, 2018.

e) Principal of $75 with interest at a rate of 8.5% per annum and payable in arrears on a quarterly basis on the last day of each of March, June, September and December commencing June 30, 2016 until the maturity date of June 21, 2018. The outstanding principal amounts shall be due and payable on June 21, 2018.

Stated in Thousands of Canadian Dollars

8. Convertible Promissory Notes (continued)

During the year ended April 30, 2017, the aggregate principal of $275 of all of the convertible promissory notes noted above, as well as accrued interest of $18 were converted into 1,625,958 common shares (note 16(l)) of the Company.

The aggregate carrying value of the convertible promissory notes as at April 30, 2017 and 2018 is calculated as follows:

Balance as at April 30, 2016	$ -
Assumed upon completion of the Transaction	156
Less: converted to common shares of the Company	(156)
Balance, April 30, 2017, 2018 and July 31, 2018	$ -

9. Convertible Debentures

During the three months ended July 31, 2018, convertible debentures with aggregate principal of $835 was converted into 4,397,350 common shares of the Company (three months ended July 31, 2017 – nil).

The aggregate carrying value of the convertible debentures as at July 31, 2018 and April 30, 2018 is calculated as follows:

Balance, April 30, 2017	**$ 495**
Add: additional principal issuances	9,027
Less: conversion options of new issuances	(2,275)
Less: fair value of new CD Warrants	(3,649)
Less: deferred tax liabilities of new issuances	(723)
Less: non- cash issuance costs	(207)
Less: cash issuance costs	(74)
Less: broker warrants	(86)
Add: interest accretion for the period	296
Less: converted into common shares of the Company	(1,117)
Balance, April 30, 2018	**$ 1,687**
Add: interest accretion for the period	214
Less: cash interest payments	(129)
Less: converted into common shares of the Company	(211)
Balance, July 31, 2018	**$ 1,561**

Stated in Thousands of Canadian Dollars

9. Convertible Debentures (continued)

The aggregate carrying value of the convertible debentures conversion feature as at July 31, 2018 and April 30, 2018 is calculated as follows:

Balance, April 30, 2017	**$**	**299**
Add: Value of conversion options of new issuances		2,275
Less: issuance costs		(271)
Less: converted to common shares of the Company		(805)
Balance, April 30, 2018	**$**	**1,498**
Less: converted to common shares of the Company		(169)
Balance, July 31, 2018	**$**	**1,329**

a) On August 11, 2017, the Company issued 253 unsecured convertible debenture units for gross proceeds of $253. Each Unit is comprised of: (i) $1 principal amount of 8.0% unsecured convertible debentures ("Convertible Debentures") in the capital of the Company with a maturity date ("Maturity Date") of August 11, 2020; and (ii) 6,667 detachable common share purchase warrants of the Company (each, a "Warrant"). Each Convertible Debenture shall be convertible at the holder's option into fully-paid common shares of the Company (each, a "CD Share") at any time prior to the Maturity Date at a conversion price of $0.15 per CD Share, being a ratio of 6,667 CD Shares per $1 principal amount of Convertible Debentures. If the closing price of the common shares of the Company is greater than or equal to $0.35 for a period of 10 consecutive trading days at any time prior to the maturity date, the Company has the option to force conversion at $0.15 per CD share. If the Company forces conversion prior to February 8, 2019, the Company shall pay the holder an additional 18 months of interest, payable in cash or shares at $0.15 per share, at the option of the holder. The interest payable on the debenture is payable in cash or in common shares of the Company at the option of the holder. Any common shares issuable as payment of interest shall be issued at a price of $0.15 per common share, subject to the rules and policies of the Canadian Securities Exchange. Each Warrant shall be exercisable into one common share of the Company (each, a "CD Warrant Share") at a price of $0.15 per CD Warrant Share on or prior to two years from the date of issuance. In connection with the issuance of the Convertible Debentures, the Company paid a loan processing fee equal to $75 per unit payable in common shares of the Company at a price of $0.15 per common share valued at $19. All securities issued pursuant to the financing were subject to a four-month hold period in accordance with applicable Canadian securities laws.

The Company has allocated the proceeds net of loan processing fees of $234 from the issuance of the Convertible Debenture Units as follows:

Convertible debentures liability	$	99
Conversion option		30
CD Warrants		94
Deferred income tax liability		11
	$	234

The value of the conversion option was calculated by subtracting the net present value of the debenture and the deferred tax liability from the face value of the convertible debentures. The net present value of the debenture was calculated using a discount rate of 19.82% over a term of 18 months. The deferred tax liability was calculated using a corporate tax rate of 26.5%.

Stated in Thousands of Canadian Dollars

9. Convertible Debentures (continued)

As at April 30, 2018, convertible debentures with aggregate principal of $221 had been converted into 1,473,333 common shares of the Company. As at July 31, 2018 and April 30, 2018, convertible debentures with aggregate principal of $32 remained outstanding.

b) On August 21, 2017, the Company issued 149.5 unsecured convertible debenture units for gross proceeds of $150. Each Unit is comprised of: (i) $1 principal amount of 8.0% unsecured convertible debentures ("Convertible Debentures") in the capital of the Company with a maturity date ("Maturity Date") of August 21, 2020 and (ii) 6,667 detachable common share purchase warrants of the Company (each, a "Warrant"). Each Convertible Debenture shall be convertible at the holder's option into fully-paid common shares of the Company (each, a "CD Share") at any time prior to the Maturity Date at a conversion price of $0.15 per CD Share, being a ratio of 6,667 CD Shares per $1 principal amount of Convertible Debentures. If the closing price of the common shares of the Company is greater than or equal to $0.35 for a period of 10 consecutive trading days at any time prior to the maturity date, the Company has the option to force conversion at $0.15 per CD share. If the Company forces conversion prior to February 8, 2019, the Company shall pay the holder an additional 18 months of interest, payable in cash or shares at $0.15 per share, at the option of the holder. The interest payable on the debenture is payable in cash or in common shares of the Company at the option of the holder. Any common shares issuable as payment of interest shall be issued at a price of $0.15 per common share, subject to the rules and policies of the Canadian Securities Exchange. Each Warrant shall be exercisable into one common share of the Company (each, a "CD Warrant Share") at a price of $0.15 per CD Warrant Share on or prior to two years from the date of issuance. All securities issued pursuant to the financing were subject to a four-month hold period in accordance with applicable Canadian securities laws.

The Company has allocated the proceeds from the issuance of the Convertible Debenture Units as follows:

Convertible debentures liability	$	67
Conversion option		20
CD Warrants		56
Deferred income tax liability		7
	$	150

The value of the conversion option was calculated by subtracting the net present value of the debenture and the deferred tax liability from the face value of the convertible debentures. The net present value of the debenture was calculated using a discount rate of 19.82% over a term of 48 months. The deferred tax liability was calculated using a corporate tax rate of 26.5%.

As at April 30, 2018, this convertible debenture had been converted into 996,667 common shares of the Company. As at July 31, 2018 and April 30, 2018, convertible debentures with aggregate principal of nil remained outstanding.

c) On December 5, 2017, the Company issued 8,624 unsecured convertible debenture units for gross proceeds of $8,624. Of the gross proceeds received, $2,000 represent promissory notes that were settled through the issuance of these convertible debenture units (see note 12), $75 represents convertible debentures issued to former key management as severance and $130 represents

Stated in Thousands of Canadian Dollars

9. Convertible Debentures (continued)

convertible debentures issued as settlement of $176 of trade and other payables. Each Unit is comprised of: (i) $1 principal amount of 8.5% unsecured convertible debentures ("Convertible Debentures") in the capital of the Company with a maturity date ("Maturity Date") of December 5, 2021; and (ii) 5,263 detachable common share purchase warrants of the Company (each, a "Warrant"). Each Convertible Debenture shall be convertible at the holder's option into fully-paid common shares of the Company (each, a "CD Share") at any time prior to the Maturity Date at a conversion price of $0.19 per CD Share if converted within the first twelve months following issuance, and at a conversion price of $0.40 per CD if converted at any time following the date that is 12 months and one day following issuance until maturity. If the volume weighted average closing price of the common shares is greater than or equal to $0.35 for a period of 5 consecutive days at any time within the first 12 months of the closing date, the Company has the option to force conversion at $0.19 per CD share. If the volume weighted average closing price of the common shares of the Company is greater than or equal to $0.50 for a period of 5 consecutive days at any time after 12 months and before maturity, the Company has the option to force conversion at $0.40 per CD share. The debentures may be redeemed at any time after issuance on the following basis:

Redemption Price	Redemption Date
115% of the principal amount plus any accrued and unpaid interest	0 - 12 months from closing
112% of the principal amount plus any accrued and unpaid interest	12 - 24 months from closing
109% of the principal amount plus any accrued and unpaid interest	24 - 36 months from closing
106% of the principal amount plus any accrued and unpaid interest	36 - 48 months from closing

The interest payable on the debenture is payable monthly in cash. Each Warrant shall be exercisable into one common share of the Company (each, a "CD Warrant Share") at a price for an exercise price of $0.30 per share for a period of 12 months following issuance; at an exercise price of $0.40 from 12 months to 24 months following issuance; at an exercise price of $0.60 from 24 months to 36 months following issuance and at an exercise price of $0.80 from 36 months to 48 months following issuance. All securities issued pursuant to the financing were subject to a four-month hold period in accordance with applicable Canadian securities laws.

Transaction costs of $662 were incurred in connection with the transaction including $307 of cash transaction costs and $356 of broker warrants with identical terms as the Warrants.

The Company has allocated the proceeds net of transaction costs of $7,962 from the issuance of the Convertible Debenture Units as follows:

Convertible debentures, liability	$	1,934
Conversion option		1,955
CD Warrants		3,368
Deferred income tax liability		705
		7,962

Stated in Thousands of Canadian Dollars

9. Convertible Debentures (continued)

The value of the conversion option was calculated by subtracting the net present value of the debenture and the deferred tax liability from the face value of the convertible debentures. The net present value of the debenture was calculated using a discount rate of 20.37% over a term of 48 months. The deferred tax liability was calculated using a corporate tax rate of 26.5%.

As at July 31, 2018, convertible debentures with aggregate principal of $2,777 had been converted into 14,618,411 common shares of the Company. As at July 31, 2018, convertible debentures with aggregate principal of $5,847 remained outstanding.

d) During the year ending April 30, 2017, the company issued 1,275 Debenture Units for gross proceeds of $1,275. Each Convertible Debenture Unit is comprised of one 8.5% secured debenture with a principal amount of $1 and a Maturity Date of November 7, 2020, and 1,000 Convertible Debenture Warrants (a "CD Warrant") which entitles the holder thereof to acquire one common share for an exercise price of $0.40 per share for the initial 24 months following the grant date; at an exercise price of $0.75 from 24 months to 36 months following the grant date; and at an exercise price of $1.00 from 36 months to 48 months following the grant date. Each Convertible Debenture shall be convertible at the holder's option into fully-paid common shares of the Company at any time prior to the Maturity Date at a conversion price of $0.40 per share, being a ratio of 2,500 shares per $1 principal amount of Convertible Debentures. The Convertible Debentures are secured by a general security agreement over all present and after-acquired property of the Company. The Convertible Debentures will be senior in right of payment of principal and interest to all obligations of the Company, and rank senior with all present and future debentures of the Company. Within the first twelve months following the escrow release date, provided that the volume weighted average price of the Common Shares of the Company on the Exchange for the twenty consecutive trading days ending five trading days prior to the date of the redemption notice, is equal to or greater than $0.50 per share, the Convertible Debentures may be redeemed, in whole or in part, from time to time at the option of the Company on not more than 60 days and not less than 30 days prior notice, at a price of $0.40 per Convertible Debenture, plus the full 8.5% interest for the first twelve months following the escrow release date. From and after the date that is twelve months from the escrow release date until the date that is 48 months from the Escrow Release Date, provided that the volume weighted average price of the shares of the Company on the Exchange for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice, is equal to or greater than $0.50 per share, the Convertible Debentures may be redeemed, in whole or in part, from time to time at the option of the Company on not more than 60 days and not less than 30 days prior notice, at a price of $0.40 per Convertible Debenture, plus accrued and unpaid interest up to and excluding the date of the redemption notice.

The Company has allocated the proceeds from the issuance of the Convertible Debenture Units as follows:

Convertible debentures, principal	$	632
Conversion option		473
Deferred income tax liability		170
	$	1,275

Stated in Thousands of Canadian Dollars

9. Convertible Debentures (continued)

The value of the conversion option was calculated by subtracting the net present value of the debenture and the deferred tax liability from the face value of the convertible debentures. The net present value of the debenture was calculated using a discount rate of 18% over a term of 48 months. The deferred tax liability was calculated using a corporate tax rate of 26.5%.

As at April 30, 2018, all these convertible debentures had been converted into common shares of the Company, of which 3,062,500 shares were issued in the year ending April 30th, 2018.

In connection with the issuance of the convertible debentures issued during the year ended April 30, 2017, the Company incurred issuance costs of $320 of which $114 were paid in cash and $207 relate to the fair value of 510,000 agent options.

10. Long-Term Debt

Long-term debt consists of the following as at July 31, 2018 and April 30, 2018:

	July 31, 2018	April 30, 2018
Scotia Bank Loan	28	30
Total debt	28	30
Less: current portion	(7)	(8)
	$ 21	$ 22

In July 2014, the Company obtained an 8-year loan from the Bank of Nova Scotia to purchase a vehicle. The loan is collateralized against the vehicle and bears interest at 3.99% per annum, repayable in bi-weekly instalments of $298 commencing on July 31, 2014 and matures on July 31, 2022.

11. Share Capital

The Company is authorized to issue an unlimited number of common shares.

During the quarter ending July 31, 2018, the Company:

a) Issued 4,397,350 common shares pursuant to the conversion of convertible debentures with adjusted aggregate principal of $804.

During the year ended April 30, 2018, the Company:

a) Issued 20,801,210 common shares of the Company for gross proceeds of $5,683 pursuant to the exercise of warrants.

b) Issued 2,052,400 common shares of the Company for gross proceeds of $512 pursuant to the exercise of stock options.

11. Share Capital (continued)

c) Issued 369,274 common shares of the Company to a consultant in exchange for services rendered of $125. Both the shares received and shares issued had a value of $125.

d) Issued 5,000,000 common shares of the Company to acquire all of the issued and outstanding shares of Knalysis as described in note 2.

e) Issued 15,756,329 common shares of the Company pursuant to the conversion of convertible debentures with aggregate principal of $3,570.

f) Issued 426,100 common shares of the Company as payment of interest charges on the convertible debt issued on August 11, 2018 (Note 14a). The terms of the debenture allow the interest to be paid in cash or common shares of the Company, at the option of the holders, at $0.15.

g) Issued 580,000 common shares of the Company with a fair value of $81 to settle aggregate debt of $185. The Company recognized a gain on settlement of $104.

During the year ended April 30, 2017, the Company:

h) Issued 109,382,968 common shares of the Company with an aggregate fair value of $5,498 in connection with the Transaction discussed in note 2.

i) Issued 19,001,000 Equity Units at a subscription price of $0.25 per Equity Unit for gross proceeds of $4,750. Each Equity Unit consists of one common share and one common share purchase warrant. Of the total gross proceeds received, $1,438 was allocated to warrants (see note 17(e)).

j) In connection with the issuance of the Equity Units, the Company paid commissions and professional fees of $397 and issued 1,900 agent options, the fair value of which was $397 (note 17(f)).

k) Issued 1,393,592 common shares pursuant to various debt settlement agreements to settle outstanding debt with a carrying amount of $341. The fair value of the common shares issued pursuant to the debt settlement agreements was $341.

l) Issued 250,000 common shares pertaining to shares to be issued from CHWG's fiscal year ended July 31, 2016. The shares to be issued were acquired at their fair value of $45 in the reverse takeover transaction.

m) Issued 1,625,958 common shares pursuant to the conversion of promissory notes payable in the aggregate principal and accrued interest of $264 (note 13). The fair value of the shares issued approximated the carrying amount of the debt on the settlement date, thus there was no gain recognized on the settlement of the debt.

n) Issued 100,000 common shares pursuant to the exercise of 100,000 warrants. The warrants had a carrying value of $6 and were exercised for proceeds of $38.

o) Cancelled 12,000,000 common shares in connection with the Transaction discussed in note 2.

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11. Share Capital (continued)

p) Issued 125,000 common shares pursuant to the conversion of convertible debentures with a face value of $50. The carrying value of the debt and equity components of convertible debt on the date of conversion were $19 and $12 respectively.

12. Stock Options

The Company maintains a Stock Option Plan (the "Plan") for the benefit of directors, officers, employees and consultants. The maximum number of common shares reserved for issuance and available for purchase pursuant to options granted under the Plan cannot exceed 10% of the total number of common shares of the Company issued and outstanding at the date of any grant made. In addition, the aggregate number of shares so reserved for issuance to one person may not exceed 5% of the issued and outstanding shares. Options pursuant to the Plan are granted at the discretion of the Board of Directors, vest at schedules determined by the Board which shall not exceed five years from the date of grant, and have an exercise price of not less than that permitted by the stock exchange on which the shares are listed.

During the three months ended July 31, 2018, the Company granted the following stock options:

a) On June 27, 2018, the Company granted 2,000,000 stock options to its Chief Executive Officer pursuant to its stock option plan. Of the above options, 500,000 were issued as of June 27, 2018 at an exercise price of $0.21, vesting immediately and expiring June 26, 2023. The remaining 1,500,000 options will be issued in three tranches of 500,000 on September 27, 2018, December 27, 2018 and March 27, 2019, respectively. Such options will be issued at an exercise price equal to the closing market price of the Company's common shares as of the trading day prior to issuance, will vest immediately at the time of issuance and will have a term of five years.

b) On July 23, 2018, the Company granted of 3,500,000 stock options, pursuant to the Company's stock option plan to new members of the executive team. Of the above options, 875,000 vest immediately on July 18, 2018, 875,000 vest on October 1, 2018, 875,000 vest on January 1, 2018 and 875,000 vest on April 1, 2019. Such options will be issued at an exercise price equal to $0.20 and will have a term of five years.

c) On July 23, 2018, the Company granted 500,000 stock options to a Director that all vest on July 18, 2018. Such options have been issued with an exercise price of $0.20 and have a five-year term.

The fair value of the stock options granted during the three months ended July 31, 2018 was estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions:

Expected dividend yield	Nil
Risk-free interest rate	1.93% - 2.12%
Expected life	5 years
Expected volatility	98%
Share price	$0.20 - $0.21
Forfeiture rate	Nil

Stated in Thousands of Canadian Dollars

12. Stock Options (continued)

The fair value of the stock options granted during the three months ended July 31, 2018 was $670.

For the three months ended July 31, 2018, the recognized share-based payments expense of $446 (2017 - $79).

13. Changes in Non-cash Working Capital

The changes to the Company's non-cash working capital for the quarters ended July 31, 2018 and 2017 are as follows:

		2018	2017
Decrease (increase) in trade and other receivables	$	(298)	833
Decrease (increase) in prepaid expenses and deposits		(8)	16
Decrease in sales taxes payable		(108)	(83)
Increase (decrease) in sales taxes payable		40	
Due to shareholders		(11)	
Decrease in income taxes payable		-	(6)
Decrease in trade and other payables		(546)	(292)
	$	(931)	468

The working capital cash flows shown in the consolidated statements of cash flows differ from the consolidated statement of financial position due to the current assets and liabilities acquired pursuant to the acquisition of Knalysis (note 2).

14. Changes in Cash Flows from Investing Activities

The changes to the Company's cash flows from investing activities for the years ended April 30, 2018 and 2017 are as follows:

		2018		2017
Purchase of property, plant and equipment	$	(1,004)	$	(130)
Collection of loan receivable		10		10
Cash acquired in business combination		-		-
Cash consideration paid in connection with Transaction		-		-
Short-term advances receivable		-		(160)
	$	(994)	$	(280)

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15. Changes in Cash Flows from Financing Activities

The changes to the Company's cash flows from financing activities for the years ended July 30, 2018 and 2017 are as follows:

	2018	2017
Cash interest payments on debentures	$ (128)	$ -
Repayment of long-term debt	(2)	(27)
Deferred Lease Inducement	(1)	-
Proceeds from issuance of promissory notes	-	1,000
Interest on convertible and promissory notes	-	(27)
	$ (131)	$ 946

16. Related Party Transactions and Balances

During the three months ended July 31, 2018 and 2017, the Company incurred following major related party transactions:

a) A total of $55 (2017 - $52) in occupancy expenses charged by a company whose shareholders are also shareholders of the Company. As at July 31, 2018, prepaid expenses included NIL (2017: $41), deferred lease inducement included $2 (2017 - $6) and trade and other payables included $NIL (2017 - $50) payable to this company.

b) A total of $NIL (2017 - $6) of accounting fees and $15 (2017 - $6) of consulting fees were charged by accounting firms where officers of the Company are partners. As at July 31, 2018, trade and other payables included $97 (2017 - $260) payable to these accounting firms.

c) A total of $329 (2017 - $161) of salaries were paid to the various officers, directors and key members of the Company's management team.

d) The amount of stock-based compensation expense for the three months ending July 31, 2018 granted to directors and key members of management during the year ended April 30, 2018 was $446 (2017 - $79).

All related party transactions were in the normal course of operations, measured at the exchange amount.

17. Subsequent Events

Subsequent to the three months ending July 31, 2018:

a) The Company converted $105 of convertible debentures for a total of 552,630 Common shares and issued 17,650,540 shares to Medicine Man Technologies Inc. The Company, through its wholly owned subsidiary Abba Medix Corp., had entered into an exclusive licensing agreement with Medicine Man Technologies Inc., one of the United States' leading cannabis branding and consulting companies, for deployment of its intellectual property and product lines (Three a Light ®, Success Nutrients ®, General Intellectual Property) into the Canadian marketplace. The licensing agreement calls for payment of $4,650 in the form of cash and stock

17. Subsequent Events (continued)

b) for licensing of Medicine Man's intellectual property, product lines, and assignment of an existing Cultivation MAX agreement to Canada House. Under the terms of the transaction, Canada House will pay cash consideration, of which $575 will be paid July 17, 2018, the effective date of the agreement, and $575 will be payable no later than November 30, 2018. The remaining payment will be satisfied by Canada House issuing to Medicine Man an aggregate of $3,500 worth of common shares in the capital of the Company. The Company and Medicine Man will exchange capital stock having an aggregate value of $1,000 in the form of a stock swap to completed within 90 days of the closing date.

c) On August 9, 2018, the Company entered into a settlement agreement with a former officer of the Company for prior services.

d) On August 10, 2018, the Company announced that, in connection with the resignations of the Directors, an aggregate of 2,950,000 stock options originally granted on December 22, 2017 at an exercise price of $0.47 were cancelled.

e) On August 10, 2018, the Company announced that for services to the Company, cash payments of $65 were approved and an aggregate of 950,000 warrants to purchase common shares were issued having an exercise price of $0.20 and expiring on August 9, 2022.

f) On August 10, 2018, the Company announced that, in connection with the appointment of two new directors, an aggregate of 1,500,000 stock options to be granted effective August 10, 2018, having an exercise price of $0.20 and a five-year term. The options vest immediately.

18. Contingencies

a) A statement of claim was filed by a terminated employee claiming compensation for general, aggravated and punitive damages related to his dismissal. At the time of his dismissal, Canada House provided the Plaintiff with pay in lieu of notice. The Plaintiff has claimed under the principles of breach of contract and good faith for general, aggravated, and punitive damages. The Plaintiff's claim does not specify an amount. On June 15, 2017 Canada House filed a Notice of Intent to Defend and on June 25, 2017 it filed its Statement of Defence. This matter is now in the document discovery phase and the parties are engaged in settlement discussions. The Company believes the claim to be without merit.

b) Canada House and its subsidiary, Abba Medix Corp. were served with a Statement of Claim for damages for the alleged failure to pay invoices in the amount of $200 plus pre and post judgment interest. Pleadings have now closed and the parties are in the process of scheduling examinations

c) for discovery. Given that examinations for discovery have not yet occurred it is too early in the process to have a reasonable expectation or evaluation of the Plaintiff's claim, but the Company believes the claim to be without merit.

d) The Company has received a letter from the landlord of an MFT clinic claiming an outstanding amount of $176, plus accrued interest, as of December 1, 2017. The Plaintiff has not yet filed a claim.

18. Contingencies (continued)

e) The Company has claimed lost profits against a license medical cannabis producer and related medical cannabis clinic and their principals for breach of confidence, conversion, breach of contract, conspiracy and breach of trust, breach of fiduciary duty, and negligent misrepresentation in relation to Trauma Healing Centers Inc. The Defendant's have counterclaimed, pleadings have now closed and the parties are in the process of scheduling examinations for discovery. The Company believes that the counterclaim has no basis and it is not probable that it will result in an outflow for Company.