

**QUINSAM CAPITAL CORPORATION**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**WITH RESPECT TO**

**THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JULY 17, 2020**

Dated June 5, 2020

## QUINSAM CAPITAL CORPORATION

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Quinsam Capital Corporation (the “**Corporation**”) will be held at Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1 on July 17, 2020 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint MNP LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider, and if deemed advisable, to pass with or without modification a special resolution authorizing an amendment of the articles of the Corporation to effect a consolidation of all of the issued and outstanding common shares of the Corporation (the “**Common Shares**”) on the basis of a consolidation ratio to be selected by the board of directors within a range between two (2) pre-consolidation Common Shares for one (1) post-consolidation Common Share and twenty (20) pre-consolidation Common Shares for one (1) post-consolidation Common Share, as more particularly described in the accompanying management information circular (the “**Circular**”); and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is June 5, 2020 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, Shareholders, employees and other stakeholders, we are asking Shareholders to vote in advance of the Meeting. We encourage Shareholders to not attend the Meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered Shareholders and proxyholders entitled to attend and vote at the Meeting. We highly recommend Shareholders vote their common shares prior to the Meeting.**

#### **Voting**

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc. at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Fax: 1.866.249.7775, prior to the proxy deadline, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Registered Shareholders shall also have the option to vote by telephone or via the internet, as more particularly described in the Circular. Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

DATED this 5<sup>th</sup> day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Roger Dent”*

Roger Dent  
Chief Executive Officer and Director

## GENERAL INFORMATION RESPECTING THE MEETING

### Solicitation of Proxies

This management information circular (this “Circular”) is furnished in connection with the solicitation of proxies by the management of Quinsam Capital Corporation (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Corporation to be held at 10:00 a.m. (Toronto time) on July 17, 2020 at Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1 for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders. References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the “Board”) has fixed the close of business on June 5, 2020 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the “Record Date”). All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“Computershare”), Attn: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Fax: 1.866.249.7775 or Tel: 1.866.732.8683 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

**We encourage Shareholders to not attend the Meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered Shareholders and proxyholders entitled to attend and vote at the Meeting. We highly recommend Shareholders vote their common shares prior to the Meeting.**

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of June 5, 2020.

### Voting of Proxies

The common shares in the capital stock of the Corporation (“Common Shares”) represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Computershare at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual General and Special Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### *How to Vote – Registered Shareholders*

#### *By Proxy*

1. By telephone • 1.866.732.VOTE(8683)

2. On the internet • [www.investorvote.com](http://www.investorvote.com)
3. By mail • Computershare Investor Services Inc., 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
4. By fax • 1.866.249.7775
5. You may appoint another person or company as your proxyholder to go to the Meeting and vote your Common Shares for you. This person does not have to be a Shareholder but must attend the Meeting.

The vote at the Meeting may be conducted by show of hands or by ballot.

### **Appointment of Proxies**

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare, at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

### **Revocation of Proxies**

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Computershare, 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario M5J 2Y1;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Computershare at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

### **Voting by Non-Registered Shareholders**

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust

company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Annual General and Special Meeting of Shareholders, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders. The Corporation does not intend to pay for the delivery of the Meeting Materials to objecting Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at the address provided herein.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

## ***How to Vote – Beneficial Shareholders***

### *By voting instruction form*

1. Your nominee is required to ask for your voting instructions before the Meeting, and you should contact your nominee if you did not receive a request for voting instructions or a proxy form with this Circular.
2. As noted above, in most cases, you will receive a voting instruction form from your nominee, and you should provide your voting instructions in accordance with the directions on the form.
3. Less frequently, you will receive a proxy form signed by the nominee that is restricted as to the number of Common Shares beneficially owned by you but is otherwise incomplete. If you receive a proxy form, you should complete and return it in accordance with the directions on the proxy form to the Corporation, c/o Computershare Investor Services Inc., 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax: 1.866.249.7775.
4. To be valid for use at the Meeting, voting instruction forms and proxies must be received before 10:00 a.m. (Toronto time), Wednesday, July 15, 2020.

### *In person at the Meeting*

1. The Corporation does not have access to the names or holdings of “objecting beneficial” owners of Common Shares.
2. Beneficial Shareholders can only vote shares in person at the Meeting if appointed as the proxyholder (you can do this by printing your name in the space provided on the voting instruction form provided by your nominee and submitting and returning it as directed on the form).
3. If appointed as proxyholder, a beneficial Shareholder will be asked to register his or her attendance at the Meeting and may vote at the Meeting on votes conducted by show of hands or by ballot.

**We encourage Shareholders to not attend the Meeting in person due to risks related to COVID-19. We highly recommend Shareholders vote their Common Shares prior to the Meeting.**

## **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year, each proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As at the date hereof, there are 111,172,693 Common Shares issued and outstanding and nil preferred shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation’s transfer agent, Computershare, within the time specified in the attached Notice of Annual General and Special Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying

10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

| Name of Shareholder | Number of Common Shares <sup>(1)(2)(3)</sup> | Percentage of Common Shares <sup>(1)(2)</sup> |
|---------------------|--|---|
| Roger Dent          | 12,447,500                                   | 11.20%  |

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the relevant shareholder.
- (2) On a non-diluted basis.
- (3) 1,700,000 Common Shares controlled by Mr. Dent are held through Evelyn Dent, 1,700,000 Common Shares controlled by Mr. Dent are held through Meredith Dent, 3,679,500 Common Shares controlled by Mr. Dent are held through Susan Lambie and 783,000 Common Shares controlled by Mr. Dent are held through Theresa Dent.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation's Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals acting as, or in a like capacity as, executive officers of the Corporation whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the "NEOs" or "Named Executive Officers"), during the Corporation's most recently complete financial year, being the financial year ended December 31, 2019 (the "Last Financial Year"). The NEOs of the Corporation during the Last Financial Year were Roger Dent, the Chief Executive Officer and a Director of the Corporation, Peter Bilodeau, the former President and Director of the Corporation and Keith Li, the Chief Financial Officer of the Corporation.

#### *Compensation & Corporate Governance Committee*

The compensation & corporate governance ("Compensation & Corporate Governance Committee") is currently comprised of three directors, namely Ross Geddes (Chairman), Roger Dent and Adam Szweras, all of whom are independent within the meaning of Canadian Securities Administrator's National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") other than Roger Dent, who is an officer of the Corporation.

The Compensation & Corporate Governance Committee's purpose is, among other things, to: (i) review and make recommendations to the Board at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans (including the Corporation's incentive stock option plan) and grants, and benefit plans; (ii) have the sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention; (iii) review and approve at least annually all compensation arrangements with the senior executives of the Corporation; (iv) review and approve at least annually all compensation arrangements with the directors of the Corporation; and (v) review the executive compensation sections disclosed in the Corporation's management proxy circular distributed to the Shareholders in respect of the Corporation's annual meetings of Shareholders.

#### *Compensation Process*

The Board relies on the knowledge and experience of the directors thereon and the members of the Compensation & Corporate Governance Committee to set appropriate levels of compensation for senior officers. Neither the Corporation nor the Board, nor the Compensation & Corporate Governance Committee, currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer compensation.

The Compensation & Corporate Governance Committee reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, consulting fees and prior awards under the Corporation's stock option plan) and recommends to the Board the NEOs' compensation packages. The Compensation

& Corporate Governance Committee’s recommendations regarding NEO compensation are presented to the independent members of the Board for their consideration and approval.

**Principles / Objectives of the Compensation Program**

The primary goal of the Corporation’s executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Corporation’s senior officers is determined with regard to the Corporation’s business strategy and objectives and financial resources, and with the view of aligning the financial interests of the senior officers with the financial interests of the shareholders of the Corporation.

**Compensation Program Design and Analysis of Compensation Decisions**

Standard compensation arrangements for the Corporation’s senior officers are composed of the following elements, which are linked to the Corporation’s compensation and corporate objectives as follows:

| <b>Compensation Element</b>        | <b>Link to Compensation Objectives</b>                           | <b>Link to Corporate Objectives</b>   |
|------------------------------------|--|---|
| Base Salary and/or Consulting Fees | <i>Attract and Retain</i>  | Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.  |
| Stock Options                      | <i>Motivate and Reward<br/>Align interests with Shareholders</i> | Long-term incentives motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives. |
| Annual Incentive Bonus             | <i>Motivate and Reward<br/>Align interests with Shareholders</i> | Bonus payments in cash or DSUs incentivize senior officers to increase shareholder value by meeting investment targets and reaching corporate objectives.   |

**Performance and Compensation**

The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

*Base Salaries and Consulting Fees*

The Corporation reviews on an ongoing basis the appropriate compensation package for senior officers with the aim of providing base salaries or consulting fees which represent their minimum compensation for services rendered or expected to be rendered. NEOs’ base compensation will depend on the scope of their experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices competitiveness, and the Corporation’s existing financial resources. Base salaries will be reviewed annually by the Compensation & Corporate Governance Committee. During the Last Financial Year, the Compensation & Corporate Governance Committee and the Board decided it would be in the best interests of the Corporation and its Shareholders to provide base salaries, payable on a monthly basis, to compensate senior officers for their ongoing contributions to the Corporation. Roger Dent, the Chief Executive Officer and a Director of the Corporation receives a base monthly salary of \$10,000, and Keith Li an employee of Branson Corporate Services Ltd. pursuant to which the Corporation has an agreement for CFO services, receives a monthly consulting fee of \$8,000.

*Bonuses*

The Corporation may, in its discretion, award annual incentives by way of cash bonuses in order to motivate executives to achieve short-term corporate goals and encourage continued high standards of performance. The success of NEOs in achieving their individual objectives and their contributions to the Corporation in reaching its overall goals are factors in the determination of their annual bonus. The Board has adopted a “bonus pool” whereby senior officers and directors may receive bonus awards calculated at 5% of net investment income, on an annual basis, payable in cash or equity incentive securities of the Corporation. During the Last Financial Year, Roger Dent, the Chief Executive Officer and a Director of the Corporation, and Eric Szustak, the Chairman and a Director of the Corporation, were granted bonus awards of 2,375,000 and 125,000 deferred share units (“DSUs”) respectively, in accordance with the

terms of the Corporation's deferred share unit plan (the "**DSU Plan**").

The Compensation & Corporate Governance Committee determines target amounts based on a number of factors, including comparable compensation of similar companies. Each NEO may receive an annual incentive amount set by the Compensation & Corporate Governance Committee, depending on the assessment of such NEO's overall performance by the Compensation & Corporate Governance Committee and the Board.

The Board relies heavily on the recommendations of the Compensation & Corporate Governance Committee in granting annual incentives. However, the Board reserves ultimate discretion in determining whether each NEO has met his or her targets, and has the right make positive or negative adjustments to any annual incentive payment recommended by the Compensation & Corporate Governance Committee that it deems appropriate.

#### *Stock Option Plan*

The Corporation adopted an incentive stock option plan dated April 20, 2004, which was amended effective November 23, 2006 (the "**Stock Option Plan**"). Shareholders ratified and approved the Stock Option Plan on June 29, 2007. The Stock Option Plan, together with the DSU Plan, are the Corporation's only equity compensation plans approved by Shareholders. The total number of stock options that may be granted together with outstanding options and DSUs cannot exceed 10% of the total number of Common Shares issued and outstanding. As of the date of this Circular, the Corporation has 768,917 options outstanding to purchase Common Shares.

The Stock Option Plan is a rolling stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The exercise price of each option may not be less than the market price of the Common Shares as calculated on the date of grant less an applicable discount. The options can be granted for a maximum term of five (5) years and vesting periods are determined by the Board. The purpose of the Stock Option Plan is to advance the interests of the Corporation by (i) providing certain employees, officers, directors or consultants of the Corporation (collectively, the "**Optionees**") with additional performance incentives; (ii) encouraging Common Share ownership by the Optionees; (iii) increasing the proprietary interest of the Optionees in the success of the Corporation; (iv) encouraging the Optionees to remain with the Corporation; and (v) attracting new employees, officers, directors and consultants to the Corporation.

The grant of options pursuant to the Corporation's stock option plan is an integral component of the compensation arrangements of the senior officers of the Corporation. The Board believes that the grant of options to senior officers and Common Share ownership by such officers serves to motivate such officers to strive towards achievement of the Corporation's long-term strategic objectives, which will benefit all Shareholders. Options may be awarded to employees of the Corporation by the Board. Decisions with respect to options granted are based upon the individual's level of responsibility and their contribution towards the Corporation's goals and objectives, and additionally may be awarded in recognition of the achievement of a particular goal or extraordinary service. The Board considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size of such grants.

#### *DSU Plan*

The Corporation's DSU Plan dated April 29, 2019 was ratified and approved by the Shareholders on June 25, 2019. The DSU Plan is designed to promote the alignment of interests among employees, directors, officers and Shareholders of the Corporation. The Compensation & Corporate Governance Committee is responsible for administering the DSU Plan, subject to the overriding authority of the Board to make all determinations and take all other actions in connection with or in relation to the DSU Plan as it may deem necessary or advisable. The following summary is subject to the specific provisions of the DSU Plan.

Employees, directors and officers (the "**Participants**", and each a "**Participant**") are eligible to participate in the DSU Plan. A DSU issued under the DSU Plan is a bookkeeping entry representing a future right to receive one Common Share in accordance with the terms of the DSU Plan. As of the date of this Circular, the Corporation has 2,607,702.842 DSUs outstanding redeemable for Common Shares.

The aggregate number of Common Shares that may be reserved for issuance, at any time, under the DSU Plan and under any other security based compensation arrangement adopted by the Corporation, including the Corporation's Stock Option Plan, shall not exceed 10% of the total amount of Common Shares of the Corporation issued and outstanding as at the date of issuance of an incentive security.

Subject to applicable income tax and other withholdings as required by law, the value of the vested DSUs redeemed by or in respect of a Participant may be paid to the Participant, at the election of the Participant, in the form of Common Shares. Any vesting conditions (which may include time restrictions, performance conditions or a combination of both) for DSUs shall be determined by the Compensation & Corporate Governance Committee in advance of any grants. The Board may also, in its sole and absolute discretion, accelerate and/or waive any vesting or other conditions for all or any DSUs for any Participant at any time and from time to time.

Upon the occurrence of a Change of Control (as such term is defined in the DSU Plan), all of a Participant's unvested DSUs will automatically become vested DSUs on the date such change of control occurs and all of such Participant's vested DSUs will be redeemed in accordance with the terms of the DSU Plan in a manner that allows the Participant to participate in such Change of Control only if it is completed prior to the date of an event of termination (if any), as determined by the Board in its sole discretion.

If the number of outstanding Common Shares of the Corporation shall be increased or decreased as a result of a stock split, consolidation or recapitalization and not as a result of the issuance of Common Shares for additional consideration or by way of stock dividend, the Board may make appropriate adjustments to the number of DSUs credited to a Participant. Any determinations by the Board as to the required adjustments shall be made in its sole and absolute discretion and all such adjustments shall be conclusive and binding for all purposes under the DSU Plan.

Whenever cash dividends or distributions are paid on the Common Shares, additional DSUs may be credited to the Participant's DSU Account (as such term is defined in the DSU Plan). The number of such additional DSUs will be calculated by dividing the aggregate dividends or distributions that would have been paid to such Participant, if the DSUs in the Participant's DSU Account had been Common Shares, by the market price of the Common Shares on the date on which the dividends or distributions were paid on the Common Shares.

The Board reserves the right, in its absolute discretion, to amend, suspend or terminate the DSU Plan, or any portion thereof, at any time without obtaining shareholder approval, subject to those provisions of applicable law and regulatory requirements (including the rules, regulations and policies of the CSE), if any, that require shareholder approval.

### **Summary Compensation Table**

The following tables provides information for the Last Financial Year and the years ended December 31, 2018 and December 31, 2017 regarding compensation earned by each of the following NEOs:

| Name and principal position   | Year Ended December 31 | Salary (\$)           | Share-based awards (\$) | Option-based awards (\$)      | Non-equity incentive plan compensation (\$) |                           | Pension value (\$) | All other compensation (\$) | Total compensation (\$) |
|---|------------------------|-----------------------|-------------------------|-------------------------------|---|---------------------------|--------------------|-----------------------------|-------------------------|
|   |                        |                       |                         |                               | Annual incentive plans                      | Long-term incentive plans |                    |                             |                         |
| Roger Dent<br><i>Chief Executive Officer</i>                          | 2019                   | 120,000               | 420,395 <sup>(1)</sup>  | Nil                           | Nil   | Nil                       | Nil                | Nil                         | 540,395                 |
|   | 2018                   | 90,000                | Nil                     | 516,342 <sup>(2)</sup>        | Nil   | Nil                       | Nil                | Nil                         | 606,342                 |
|   | 2017                   | Nil                   | Nil                     | 573,828 <sup>(4)</sup>        | Nil   | Nil                       | Nil                | Nil                         | 573,828                 |
| Keith Li <sup>(5)</sup><br><i>Chief Financial Officer</i>             | 2019                   | 96,000                | Nil                     | Nil                           | Nil   | Nil                       | Nil                | Nil                         | 96,000                  |
|   | 2018                   | 88,705                | Nil                     | Nil                           | Nil   | Nil                       | Nil                | Nil                         | 88,705                  |
|   | 2017                   | N/A                   | N/A                     | N/A                           | N/A   | N/A                       | N/A                | N/A                         | N/A                     |
| Peter Bilodeau <sup>(6)</sup><br><i>Former President and Director</i> | 2019                   | 30,000                | Nil                     | Nil                           | Nil   | Nil                       | Nil                | Nil                         | 30,000                  |
|   | 2018                   | 47,925 <sup>(7)</sup> | Nil                     | 103,268 <sup>(2)</sup>        | Nil   | Nil                       | Nil                | Nil                         | 151,193                 |
|   | 2017                   | Nil                   | Nil                     | 250,722 <sup>(3)</sup><br>(4) | Nil   | Nil                       | Nil                | Nil                         | 250,722                 |

Notes:

- (1) On June 25, 2019, the Corporation granted 2,375,000 DSUs to Mr. Dent as partial payment of the management bonus related to the Corporation's portfolio performance, that was accrued for the year ended December 31, 2018. The DSUs vested immediately on grant and were valued at \$414,438, based on the Corporation's closing share price on the date of grant. On August 26, 2019, and November 28, 2019, the Corporation paid a quarterly dividend of \$0.00125 per common share. On distribution of the cash dividends, the Corporation granted to Mr. Dent an additional 16,047 DSUs at a deemed price of \$0.185 valued at \$3,125 on August 26, 2019, and 29,888 DSUs at a deemed price of \$0.10 valued at \$2,988 on November 28, 2019.
- (2) On March 19, 2018, the Corporation granted 2,600,000 options to a number of directors and officers with an exercise price of \$0.60 and an expiry date of March 19, 2023, of which Mr. Dent received 1,500,000 options and Mr. Bilodeau received 300,000 options. The options vest equally over a period of three years and were measured at fair value at the date of grant using the Black-Scholes valuation model with the following assumptions: expected volatility of 123%, expected dividend yield of 1.11%, risk-free interest rate of 2.0% and an expected remaining life of 5 years.
- (3) On October 19, 2017, the Corporation granted 700,000 options to a number of directors and officers with an expiry date of October 19, 2022 of which Mr. Bilodeau received 500,000 options at an exercisable price of \$0.295. The options vest equally over a period of three years and were measured at fair value at the date of grant using the Black-Scholes valuation model with the following assumptions: expected volatility of 122%, expected dividend yield of 1.69%, risk-free interest rate of 1.70% and an expected remaining life of 5 years.
- (4) On December 22, 2017, the Corporation granted 4,300,000 options to a number of its directors, officers and consultants with an exercisable price of \$0.48 and an expiry date of December 22, 2022, of which Mr. Dent received 1,500,000 options and Mr. Bilodeau received 600,000 options. The options vest equally over a period of three years and were measured at fair value at the date of grant using the Black-Scholes valuation model with the following assumptions: expected volatility of 122%, expected dividend yield of 1.03%, risk-free interest rate of 1.84% and an expected remaining life of 5 years.
- (5) Mr. Li is employed through Branson Corporate Services Ltd., which is party to a management services agreement, providing for Chief Financial Officer services to the Corporation, as well as other accounting and administrative services.
- (6) On December 22, 2017, Mr. Bilodeau was appointed as the President and a Director of the Corporation. Mr. Bilodeau resigned as the President and a Director of the Corporation on May 28, 2020.
- (7) Comprised of \$22,500 for services as a Director and \$25,425 for services as an officer.

### Incentive Plan Awards

The following tables provide information regarding the incentive plan awards for each NEO outstanding as of December 31, 2019.

### Outstanding Share Awards and Option Awards

| Name           | Option-based Awards  |                            |                        |   | Share-based Awards   |  |
|----------------|--|----------------------------|------------------------|---|--|--|
|                | Number of Common Shares underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) <sup>(1)</sup> | Number of shares or units of shares that have not vested (#) | Market or payout value of share awards that have not vested (\$) |
| Roger Dent     | 1,500,000  | 0.48                       | December 22, 2022      | Nil   | Nil  | Nil  |
|                | 1,500,000  | 0.60                       | March 19, 2023         | Nil   | Nil  | Nil  |
| Keith Li       | Nil  | N/A                        | N/A                    | N/A   | N/A  | N/A  |
| Peter Bilodeau | 100,000  | 0.295                      | October 19, 2022       | Nil   | Nil  | Nil  |
|                | 600,000  | 0.48                       | December 22, 2022      | Nil   | Nil  | Nil  |
|                | 300,000  | 0.60                       | March 19, 2023         | Nil   | Nil  | Nil  |

Note:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2019. This figure is computed based on the difference between the market value of the Common Shares on the Canadian Securities Exchange (“CSE”) as at December 31, 2019 and the exercise price of the option. The closing price of the Common Shares on the CSE on December 31, 2019 was \$0.11.

### Incentive Plan Awards – Value Vested or Earned During the Year

| Name           | Option-based awards – Value vested during the year (\$) | Share-based awards – Value vested (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|----------------|---|--|--|
| Roger Dent     | 88,958 <sup>(1)</sup>                                   | 420,395 <sup>(2)</sup>                 | Nil  |
| Keith Li       | Nil   | Nil                                    | Nil  |
| Peter Bilodeau | Nil   | Nil                                    | Nil  |

Note:

- (1) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of the Common Shares and the exercise price of the options on the vesting date). The stock options granted on July 27, 2014 vest as to one-twentieth (1/20) on the grant date and one-twentieth (1/20) every three months thereafter until July 26, 2019. The closing price of the Common Shares on the CSE on January 27, 2019 April 27, 2019 and July 26, 2019, was \$0.285, \$0.24 and \$0.15, respectively. Mr. Dent exercised his remaining 818,000 options on July 18, 2019.
- (2) On June 25, 2019, the Corporation granted 2,375,000 DSUs to Mr. Dent as partial payment of the management bonus related to the Corporation’s portfolio performance, that was accrued for the year ended December 31, 2018. The DSUs vested immediately on grant and were valued at \$414,438, based on the Corporation’s closing share price on the date of grant. On August 26, 2019, and November 27, 2019, the Corporation paid a quarterly dividend of \$0.00125 per common share. On distribution of the cash dividends, the Corporation granted to Mr. Dent an additional 16,047 DSUs at a deemed price of \$0.185 valued at \$3,125 on August 26, 2019, and 29,888 DSUs at a deemed price of \$0.10 valued at \$2,988 on November 28, 2019.

#### Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

#### Termination and Change of Control Benefits

As at the date of this Circular, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO’s employment with the Corporation, change of control of the Corporation or a change in the NEO’s responsibilities following a change in control.

## **Director Compensation**

The Board determines the level of compensation for directors based on recommendations from the Compensation & Corporate Governance Committee. The Board reviews directors' compensation as needed, taking into account time commitment, risks and responsibilities to ensure that the amount of compensation adequately reflects the responsibilities and risks of being a director and makes adjustments as deemed necessary.

The Board has adopted a cash compensation program for its directors with respect to general director's duties, meeting attendance and for additional service on Board committees. Effective July 1, 2019, directors receive a base fee of \$1,000 on a monthly basis, with members of the Audit Committee earning an additional \$400 per month and members of the Compensation & Corporate Governance Committee receiving an additional \$300 per month. Directors' compensation is reviewed on an annual basis by the Board, with any changes based on the recommendation of the Compensation & Corporate Governance Committee. Directors are reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or Shareholder meetings and otherwise incurred in carrying out their duties as directors of the Corporation.

Directors may receive equity incentive grants determined by the Board pursuant to the Corporation's incentive stock option plan and DSU Plan. The exercise price of options is determined by the Board but shall in no event be less than the market price of the Common Shares at: (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

### **Director Compensation Table**

The following table provides information regarding compensation paid to the Corporation's directors, other than the NEOs, during the Last Financial Year:

| <b>Name</b>        | <b>Fees earned (\$)</b> | <b>Share-based awards (\$)</b> | <b>Option-based awards (\$)</b> | <b>Non-equity incentive plan compensation (\$)</b> | <b>Pension value (\$)</b> | <b>All other compensation (\$)</b> | <b>Total (\$)</b> |
|--------------------|-------------------------|--------------------------------|---------------------------------|--|---------------------------|------------------------------------|-------------------|
| Eric Szustak       | 28,800                  | 22,126 <sup>(1)</sup>          | Nil                             | N/A  | N/A                       | N/A                                | 50,926            |
| Adam Szweras       | 13,200                  | Nil                            | Nil                             | N/A  | N/A                       | N/A                                | 13,200            |
| Ross Geddes        | 12,000                  | Nil                            | Nil                             | N/A  | N/A                       | N/A                                | 12,000            |
| Terry Booth        | 9,000                   | Nil                            | Nil                             | N/A  | N/A                       | N/A                                | 9,000             |
| Anthony Roodenburg | 12,600                  | Nil                            | Nil                             | N/A  | N/A                       | N/A                                | 12,600            |

#### **Notes**

- (1) On June 25, 2019, the Corporation granted 125,000 DSUs to Mr. Szustak as partial payment of the bonus related to the Corporation's portfolio performance, that was accrued for the year ended December 31, 2018. The DSUs vested immediately on grant and were valued at \$21,812, based on the Corporation's closing share price on the date of grant. On August 26, 2019, and November 27, 2019, the Corporation paid a quarterly dividend of \$0.00125 per common share. On distribution of the cash dividends, the Corporation granted to Mr. Szustak an additional 844 DSUs at a deemed price of \$0.185 valued at \$156 on August 26, 2019, and 1,573 DSUs at a deemed price of \$0.10 valued at \$157 on November 27, 2019.

## **Incentive Plan Awards**

The following table provides information regarding the incentive plan awards for each director outstanding as of December 31, 2019:

### Outstanding Share Awards and Options Awards

| Name               | Option-based Awards                                     |                            |                        | Share-based Awards  |  |  |
|--------------------|---|----------------------------|------------------------|---|--|--|
|                    | Number of Securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) <sup>(1)</sup> | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| Eric Szustak       | 600,000   | 0.48                       | December 22, 2022      | Nil   | N/A  | N/A  |
|                    | 300,000   | 0.60                       | March 19, 2023         | Nil   | N/A  | N/A  |
| Adam Szweras       | 100,000   | 0.30                       | October 19, 2022       | Nil   | N/A  | N/A  |
|                    | 600,000   | 0.48                       | December 22, 2022      | Nil   | N/A  | N/A  |
|                    | 200,000   | 0.60                       | March 19, 2023         | Nil   | N/A  | N/A  |
| Terry Booth        | 500,000   | 0.295                      | Oct. 19, 2022          | Nil   | N/A  | N/A  |
|                    | 100,000   | 0.48                       | Dec 22, 2022           | Nil   | N/A  | N/A  |
|                    | 100,000   | 0.60                       | March 19, 2023         | Nil   | N/A  | N/A  |
| Ross Geddes        | 100,000   | 0.13                       | July 1, 2020           | Nil   | N/A  | N/A  |
|                    | 200,000   | 0.48                       | Dec 22, 2022           | Nil   | N/A  | N/A  |
|                    | 100,000   | 0.60                       | March 19, 2023         | Nil   | N/A  | N/A  |
| Anthony Roodenburg | 100,000   | 0.13                       | July 1, 2020           | Nil   | N/A  | N/A  |
|                    | 200,000   | 0.48                       | Dec 22, 2022           | Nil   | N/A  | N/A  |
|                    | 100,000   | 0.60                       | March 19, 2023         | Nil   | N/A  | N/A  |

Notes:

- (1) Aggregate dollar amount of unexercised options held as at December 31, 2019. This figure is computed based on the difference between the market value of the Common Shares on the CSE as at December 31, 2019 and the exercise price of the option. The closing price of the Common Shares on the CSE as of December 31, 2019 was \$0.11.

The following table provides information regarding the value vested or earned on incentive plan awards for each director during the Last Financial Year:

### Incentive Plan Awards – Value Vested or Earned During the Year

| Name               | Option awards – Value vested during the year (\$) | Share awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|--------------------|---|--|--|
| Eric Szustak       | 42,275 <sup>(1)</sup>                             | 22,126 <sup>(2)</sup>                            | Nil  |
| Adam Szweras       | Nil   | Nil  | Nil  |
| Terry Booth        | Nil   | Nil  | Nil  |
| Ross Geddes        | 1,400 <sup>(3)</sup>                              | Nil  | Nil  |
| Anthony Roodenburg | 1,400 <sup>(3)</sup>                              | Nil  | Nil  |

Notes:

- (1) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of the Common Shares and the exercise price of the options on the vesting date). The stock options granted on July 27, 2014 vest as to one-twentieth (1/20) on the grant date and one-twentieth (1/20) every three months thereafter until July 26, 2019. The closing price of the Common Shares on the CSE on January 27, 2019 April 27, 2019 and July 26, 2019, was \$0.285, \$0.24, and \$0.15, respectively. Mr. Szustak exercised his remaining 380,000 options on July 24, 2019.
- (2) On June 25, 2019, the Corporation granted 125,000 DSUs to Mr. Szustak as partial payment of the bonus related to the Corporation's portfolio performance, that was accrued for the year ended December 31, 2018. The DSUs vested immediately on grant and were valued at \$21,812, based on the Corporation's closing share price on the date of grant. On August 26, 2019, and November 27, 2019, the Corporation paid a quarterly dividend of \$0.00125 per common share. On distribution of the cash dividends, the Corporation granted to Mr. Szustak an additional 844 DSUs at a deemed price of \$0.185 valued at \$156 on August 26, 2019, and 1,573 DSUs at a deemed price of \$0.10 valued at \$157 on November 27, 2019.
- (3) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of the Common Shares and the exercise price of the options on the vesting date). The stock options granted on July 2, 2015 vest as to one-twentieth (1/20) on the grant date and one-twentieth (1/20) every three months thereafter until July 1, 2020. The closing price of the Common Shares on the CSE on January 2, 2019, April 2, 2019, July 2, 2019 and October 2, 2019 was \$0.25, \$0.235, \$0.18 and \$0.135, respectively.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### *Equity Compensation Plan Information*

The following table provides details of the equity securities of the Corporation authorized for issuance as of the Last Financial Year pursuant to the Corporation's equity compensation plans currently in place:

| <b>Plan Category</b>                                      | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<sup>(1)</sup></b> |
|---|--|--|--|
| Equity compensation plans approved by securityholders     | 10,348,353   | \$0.49   | 768,917  |
| Equity compensation plans not approved by securityholders | Nil  | Nil  | Nil  |
| Total   | 10,348,353 <sup>(2)</sup>  |  | 768,917  |

Notes:

(1) Based on a total of 11,117,269 stock options or DSUs issuable pursuant to the Stock Option Plan and DSU Plan as at December 31, 2019.

(2) Representing approximately 9.31% of the issued and outstanding Common Shares as at December 31, 2019.

## MATTERS TO BE ACTED UPON

### **Financial Statements**

The Corporation's audited annual financial statements for the Last Financial Year and the report of the auditors thereon will be placed before shareholders at the Meeting, but no vote thereon is required. These documents are available upon request from the Corporation and they can also be found under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Appointment of Auditors**

MNP LLP ("MNP") are the independent registered certified auditors of the Corporation. MNP was first appointed as auditors of the Corporation on January 7, 2014. Management of the Corporation intends to nominate MNP for re-appointment as auditors of the Corporation.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint MNP to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

**Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the appointment of MNP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.**

### **Election of Directors**

At the Meeting, the following five (5) persons named hereunder will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them.

| Name, Province or State and Country of Residence            | Date First Became a Director | Present Principal Occupation and/or Positions Held During the Preceding Five Years  | Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised <sup>(1)</sup> |
|---|------------------------------|---|--|
| Roger Dent <sup>(2)(3)</sup><br><i>Ontario, Canada</i>      | October 29, 2013             | Chief Executive Officer of the Corporation and Portfolio manager with Matrix Fund Management Inc.                                   | 12,447,500 <sup>(4)</sup>  |
| Eric Szustak<br><i>Ontario, Canada</i>                      | June 27, 2013                | Chairman and Corporate Secretary of the Corporation.  | 1,014,500  |
| Adam Szweras <sup>(2)(3)</sup><br><i>Ontario, Canada</i>    | October 19, 2017             | Barrister & Solicitor; Partner, Fogler, Rubinoff LLP (2006 – present); Chairman, Foundation Markets Inc. (December 2005 – present). | 2,323,333 <sup>(5)</sup>   |
| Ross Geddes <sup>(3)</sup><br><i>Ontario, Canada</i>        | June 24, 2015                | Finance Professor at Sheridan College (2005 – Present)  | Nil  |
| Anthony Roodenburg <sup>(2)</sup><br><i>Ontario, Canada</i> | June 24, 2015                | CEO of Greencastle Resources Ltd. (1996 – Present)  | 1,250,000 <sup>(6)</sup>   |

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.
- (2) Member of the Audit Committee. Anthony Roodenburg is the Chairman.
- (3) Member of the Compensation & Corporate Governance Committee. Ross Geddes is the Chairman.
- (4) 1,700,000 Common Shares controlled by Mr. Dent are held through Evelyn Dent, 1,700,000 Common Shares controlled by Mr. Dent are held through Meredith Dent, 3,679,500 Common Shares controlled by Mr. Dent are held through Susan Lambie and 783,000 Common Shares controlled by Mr. Dent are held through Theresa Dent.
- (5) Mr. Szweras has control and direction of 840,000 Common Shares held by FMI Capital Advisory Inc. and its subsidiaries.
- (6) Common Shares are beneficially owned by Greencastle Resources Ltd. Mr. Roodenburg is the Chief Executive Officer of Greencastle Resources Ltd. and has control and direction over such Common Shares on an indirect basis.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 17,035,333 Common Shares, representing approximately 15.32% of the issued and outstanding Common Shares as of the date hereof.

### Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Corporation, is, as at the date hereof, or has been, within the ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade or similar order, or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

Other than as set forth below, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Other than as set forth below, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Pursuant to the terms of a settlement agreement dated December 17, 2001 between Mr. Roger Dent and the Ontario Securities Commission, Mr. Dent received a reprimand and agreed to pay a penalty of \$50,000 plus \$10,000 in costs to the Ontario Securities Commission in connection with certain trades in which he was involved while in a conflict of interest position as a result of being an officer and director of Yorkton Securities Inc.

### **Share Consolidation**

At the Meeting, Shareholders will be asked to consider a special resolution (the "**Consolidation Resolution**"), authorizing the Board to amend the articles of the Corporation to effect a consolidation of all of the issued and outstanding Common Shares on the basis of a consolidation ratio to be selected by the Board within a range between two (2) pre-consolidation Common Shares for one (1) post-consolidation Common Share and twenty (20) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the "**Share Consolidation**").

For illustrative purposes, as of the date hereof, the number of Common Shares issued and outstanding would equal (i) 55,586,347 if the consolidation were to be effected with a ratio of two (2) pre-consolidation Common Shares for one (1) post-consolidation Common Share, and (ii) 5,558,635 if the consolidation were to be effected with a ratio of twenty (20) pre-consolidation Common Shares for one (1) post-consolidation Common Share. If the Consolidation Resolution is approved, the date of the Share Consolidation will be determined at the discretion of the Board, provided that such date shall be before July 17, 2021.

The Board is seeking authority to implement the Share Consolidation because it believes that, among other things, the Share Consolidation could potentially broaden the pool of investors that may consider investing or be able to invest in the Corporation by increasing the trading price of the Common Shares.

Although Shareholder approval for the Share Consolidation is being sought at the Meeting, the Share Consolidation would become effective at a date in the future to be determined by the Board, if and when it is considered to be in the best interest of the Corporation to implement the Share Consolidation. The Board may determine not to implement the Share Consolidation at any time after the Meeting without further action on the part of or notice to the Shareholders, provided that, in any event, such date will be prior to July 17, 2021.

**There can be no assurance whatsoever that any increase in the market price per Common Share will result from the proposed Share Consolidation.**

*Certain Risks Associated with the Share Consolidation*

The Corporation's total market capitalization immediately after the Share Consolidation may be lower than immediately before the Share Consolidation.

There are numerous factors and contingencies that could affect the Corporation's share price following the Share Consolidation, including the status of the market for the Common Shares at the time, the Corporation's progress on strategic objectives, and general economic, stock market and industry conditions. A decline in the market price of the Common Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of a consolidation, and the liquidity of the Common Shares could be adversely affected following the Share Consolidation.

If the Share Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of a consolidation. The market price of the Common Shares will, however, also be based on the Corporation's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding following a consolidation.

If the Share Consolidation is implemented, it may result in some Shareholders owning "odd lots" of less than 100 Shares on a post-consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per Share to sell, relative to Common Shares in "board lots" of multiples of 100 Common Shares.

*Other Information Regarding the Share Consolidation*

No fractional Shares will be issued in connection with the Share Consolidation, if implemented, and if a Shareholder would otherwise be entitled to receive a fractional Common Share upon the Share Consolidation, such fraction will be rounded down to the nearest whole number.

If approved and implemented, the Share Consolidation will occur simultaneously for all Common Shares and the consolidation ratio would be the same for all such Common Shares. The Share Consolidation would affect all Shareholders equally. Except for any variances attributable to fractional Common Shares, the change in the number of issued and outstanding Common Shares that would result from the Share Consolidation would cause no change in the capital attributable to the Common Shares and would not materially affect any Shareholders' percentage ownership in the Company, even though such ownership would be represented by a smaller number of Common Shares. In addition, the Share Consolidation would not affect any Shareholder's proportionate voting rights. Each Common Share outstanding after the Share Consolidation would be entitled to one vote and be fully paid and non-assessable.

*Effect on Non-Registered Shareholders*

Non-registered Shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for registered Shareholders. If you hold your Shares with a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

*Effect on Share Certificates*

If the Share Consolidation is approved by Shareholders and implemented, registered Shareholders will be required to exchange their existing share certificates for new share certificates representing post-consolidation Shares. If the Board decides to implement it, then following the announcement by the Corporation of the effective date of the Share Consolidation, registered Shareholders will be sent a letter of transmittal from the Corporation's transfer agent, Computershare, as soon as practicable after the effective date of the Share Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-consolidation Common Shares to the transfer

agent. The transfer agent will forward to each registered Shareholder who has sent the required documents a new share certificate representing the number of post-consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the Shareholder is entitled as a result of the Share Consolidation.

#### *Procedure for Implementing the Share Consolidation*

If the proposed Share Consolidation is approved by the Shareholders and all regulatory requirements are complied with, including the approval of the Canadian Securities Exchange (the "CSE"), and implemented by the Board, following the announcement by the Corporation of the effective date of the Share Consolidation, registered Shareholders will be sent a letter of transmittal by the Corporation's transfer agent, Computershare, containing instructions on how to exchange their share certificates representing pre-consolidation Common Shares for new share certificates representing post-consolidation Common Shares. Non-Registered Holders, holding their Common Shares through a bank, broker or other nominee, should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for the registered Shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

After receipt of all requisite approvals, the Corporation will promptly file articles of amendment with the Director under the *Canada Business Corporations Act*. The Share Consolidation would then become effective on the date shown in the certificate of amendment issued by the Director under the CBCA, as applicable, or such other date indicated in the articles of amendment provided that, in any event, such date will be prior to July 17, 2021.

#### *No Dissent Rights Under the CBCA*

Under the *Canada Business Corporations Act*, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

#### *Consolidation Resolution*

To be effective, the *Canada Business Corporations Act* requires that the Consolidation Resolution be approved by a special resolution of the Shareholders, being a majority of not less than two-thirds (2/3) of the votes cast by Shareholders present in person or by proxy at the Meeting. If the Corporation obtains shareholder approval, the Consolidation Resolution would be valid for one year, starting July 17, 2020.

**The Board believes that the proposed Share Consolidation is in the best interest of the Corporation and its Shareholders and unanimously recommends that Shareholders vote "FOR" the Consolidation Resolution.**

The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below.

"NOW THEREFORE BE IT RESOLVED as a special resolution of the Shareholders of the Corporation that:

1. pursuant to the *Canada Business Corporations Act*, the articles of the Corporation be amended to consolidate all of the issued and outstanding common shares, on the basis of a consolidation ratio to be selected by the Board of Directors (the "Board") within a range between two (2) pre-consolidation common shares for one (1) post-consolidation common share and twenty (20) pre-consolidation common shares for one (1) post-consolidation common share (the "Share Consolidation"), effective as at the discretion of the Board;
2. the Board be and it is authorized to file articles of amendment and all other requisite documents with all applicable regulatory authorities in order to give effect to the Share Consolidation;
3. the date of completion of the Share Consolidation shall be determined at the discretion of the Board, provided that such date shall be before July 17, 2021;

4. in the event that the Share Consolidation would otherwise result in the issuance of a fractional common share, no fractional common share shall be issued and such fraction will be rounded down to the nearest whole number;
5. the Board be and it is hereby authorized to revoke, without further approval of the Shareholders, this special resolution at any time prior to the completion thereof, notwithstanding the approval by the Shareholders of same, if determined, in the Board' sole discretion to be in the best interest of the Corporation; and
6. any director or officer be and is hereby authorized and directed to execute on behalf of the Corporation, and to deliver or to cause to be delivered all such documents, agreements and instruments, including articles of amendment, and to do and to cause to be done all such other acts or things as he shall determine to be necessary or desirable to carry out the intent of this special resolution.”

**Unless a proxy contains instructions to vote against the Consolidation Resolution approving the Consolidation, the persons named in the enclosed proxy intend to vote FOR the approval of the Consolidation Resolution.**

### **Other Matters**

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

## **STATEMENT OF CORPORATE GOVERNANCE**

### **Board of Directors**

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

NI 58-101 defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of six (6) directors being Roger Dent, Eric Szustak, Adam Szweras, Ross Geddes, Terry Booth and Anthony Roodenburg. Messrs. Geddes, Szweras, Booth and Roodenburg are independent within the meaning of NI 58-101. Messrs. Dent and Szustak are not independent as they are, or in the case of Mr. Szustak were, officers of the Corporation and thereby have a “material relationship” with the Corporation. All of whom, except for Mr. Booth, will be running for re-election.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

### **Other Public Company Directorships**

The following Board members and Board nominees currently hold directorships in another reporting issuer as set forth below:

| <b>Name of Director</b> | <b>Name of Reporting Issuer</b>     | <b>Market</b> |
|-------------------------|-------------------------------------|---------------|
| Roger Dent              | Deveron UAS Corp.                   | TSX-V         |
|                         | California Nanotechnologies Corp.   | TSX-V         |
|                         | AcuityAds Holdings Inc.             | TSX-V         |
|                         | Vitalhub Corp.                      | TSX-V         |
|                         | Omni-Lite Industries Canada Inc.    | TSX-V         |
| Eric Szustak            | CR Capital Corp.                    | TSX-V         |
|                         | BB1 Acquisition Corp.               | TSX-V         |
| Adam Szveras            | Nutritional High International Inc. | CSE           |
|                         | Water Ways Technologies Inc.        | TSX-V         |
|                         | SustainCo Inc.                      | TSX-V         |
|                         | Aurora Cannabis Inc.                | TSX           |
|                         | Harborside Inc.                     | CSE           |
| Terry Booth             | Aurora Cannabis Inc.                | TSX           |
|                         | Duncan Park Holdings Corp.          | N/A           |
| Anthony Roodenburg      | Greencastle Resources Ltd.          | TSX-V         |
|                         | Labrador Gold Corp.                 | TSX-V         |
| Ross Geddes             | N/A                                 | N/A           |

### **Orientation and Continuing Education of Board Members**

The Board, together with the Compensation & Corporate Governance Committee is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board and its committees;
- the nature and operation of the business of the Corporation; and
- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board, together with the Compensation & Corporate Governance Committee, is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

### **Ethical Business Conduct**

In addition to those matters which, by law, must be approved by the Board, the approval of the Board is required for:

- the Corporation's annual business plan and budget;
- material transactions not in the ordinary course of business; and
- transactions which are outside of the Corporation's existing business.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

## **Nomination of Directors**

The Board holds the responsibility for the appointment and assessment of directors.

When considering candidates for the role of director, the Board takes into account a number of factors, including the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

- personal qualities and characteristics, accomplishments and reputation in the business community;
- current knowledge and contacts in the countries and/or communities in which the Corporation does business and in the Corporation's industry sectors or other industries relevant to the Corporation's business; and
- ability and willingness to commit adequate time to Board and committee matters, and be responsive to the needs of the Corporation.

The Board will periodically assess the appropriate number of directors on the Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the Board will consider various potential candidates for director. Candidates may come to the attention of the Board through current directors or management, stockholders or other persons. These candidates will be evaluated and may be considered at any point during the year.

## **Diversity Policy**

The Corporation's senior management and Board have varying backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and cumulative experience. The Board considers merit as the essential requirement for board and executive appointments, and as such, it has not adopted any specific target number or percentage, or a range of target numbers or percentages, respecting the representation of women, Indigenous peoples, persons with disabilities, or members of visible minorities (collectively, "**members of designated groups**") on the Board or in senior management roles.

The Corporation has not adopted a written diversity policy and seeks to attract and maintain diversity at the executive and Board levels' informally through the recruitment efforts of management in discussion with directors prior to proposing nominees to the Board as a whole for consideration. Although the level of representation of members of designated groups is one of the many factors taken into consideration in making Board and executive officer appointments, emphasis is placed on hiring or advancing the most qualified individuals. As of the date of this Circular, no members of designated groups currently hold positions on the Board or in senior management.

## **Director Term Limits**

The Corporation does not have a policy that limits the term of the directors on its Board and has not provided other mechanisms of Board renewal. At this time, the Board does not believe that it is in the best interests of the Corporation to establish term limits on a director's mandate or a mandatory retirement age. The Board is of the opinion that term limits may disadvantage the Corporation through the loss of beneficial contributions of directors who have developed increasing knowledge of the Corporation, its operations, and the industry over a period of time.

## **Compensation & Corporate Governance**

The Compensation & Corporate Governance Committee assists the Board in its oversight role with respect to (i) the Corporation's global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Corporation, with special focus on management succession, development and compensation.

The Compensation & Corporate Governance Committee:

- reviews and makes recommendations to the Board at least annually regarding the Corporation’s remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans including the Stock Option Plan and grants and benefit plans;
- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- reviews and approves at least annually all compensation arrangements with the senior executives of the Corporation;
- reviews and approves at least annually all compensation arrangements with the directors of the Corporation; and
- reviews the executive compensation sections disclosed in annual management proxy circular distributed to the shareholders in respect of the Corporation’s annual meetings of Shareholders.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Corporation’s directors, officers and employees.

#### **Other Board Committees**

The Board has no standing committees other than the Audit Committee and the Compensation & Corporate Governance Committee.

#### **Assessments**

The Board does not consider formal assessments useful given the stage of the Corporation’s business and operations. However, the Chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the Chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Board. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

### **AUDIT COMMITTEE INFORMATION**

#### **The Audit Committee’s Charter**

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee’s mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix “A” to this Circular.

#### **Composition of the Audit Committee**

The members of the Audit Committee are Anthony Roodenburg (Chairman), Adam Szweras and Roger Dent. Messrs. Roodenburg and Szweras are independent (as defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) adopted by the Canadian Securities Administrators), while Mr. Dent is not independent as he is an officer of the Corporation, and all members are financially literate (as defined in NI 52-110).

| <b>Name of Member</b>      | <b>Independent<sup>(1)</sup></b> | <b>Financially Literate<sup>(2)</sup></b> |
|----------------------------|----------------------------------|---|
| Anthony Roodenburg (Chair) | Yes                              | Yes                                       |
| Adam Szweras               | Yes                              | Yes                                       |

| <b>Name of Member</b> | <b>Independent<sup>(1)</sup></b> | <b>Financially Literate<sup>(2)</sup></b> |
|-----------------------|----------------------------------|---|
| Roger Dent            | No                               | Yes                                       |

**Notes:**

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the Board of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

**Relevant Education and Experience**

*Anthony Roodenburg*

Mr. Roodenburg began his career in capital markets and finance in 1987 as an Investment Executive with National Bank Financial ("NBF"). Since leaving NBF in 1991, Mr. Roodenburg has been involved in the creation and financing of several start-up companies and has served as an officer and director of a number of public companies, primarily in the mineral exploration industry.

*Adam Szweras*

Mr. Szweras has experience in representing clients in Canada and the US as well as South America, China and South Asia. Mr. Szweras both joined Fogler, Rubinoff LLP and founded the Foundation Markets Group in 2006. He was called to the Ontario Bar in 1996 and has authored numerous papers and articles relating to Canadian and foreign securities and corporate law.

*Roger Dent*

Mr. Dent has been involved in the Canadian financial markets for over 25 years and has extensive experience in "small cap" evaluation and investment. Most recently, he was a noted portfolio manager with Matrix Fund Management Inc., where he guided the Matrix Small Companies Fund and the Matrix Strategic Small Cap Fund. Previously, he was Vice Chairman of one of Canada's largest independent investment dealers. He was formerly the #1 ranked Small Cap Analyst according to the Brendan Wood institutional investor survey.

**Audit Committee Oversight**

At no time during the Last Financial Year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board.

**Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

**External Auditor Services Fees (By Category)**

The following table discloses the fees billed to the Corporation by its external auditor during the last two completed financial years:

| <b>Financial Year Ending</b> | <b>Audit Fees<sup>(1)</sup></b> | <b>Audit Related Fees<sup>(2)</sup></b> | <b>Tax Fees<sup>(3)</sup></b> | <b>All Other Fees<sup>(4)</sup></b> |
|------------------------------|---------------------------------|---|-------------------------------|-------------------------------------|
| December 31, 2019            | \$100,000                       | Nil                                     | \$12,000                      | Nil                                 |
| December 31, 2018            | \$75,000                        | Nil                                     | \$3,750                       | Nil                                 |

**Notes:**

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.

(4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

### **Exemption**

Since the Corporation is a “Venture Issuer” pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

During the year ended December 31, 2019, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Since the commencement of the Corporation’s Last Financial Year, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

### **ADDITIONAL INFORMATION**

#### **Normal Course Issuer Bid**

On August 22, 2019, the Corporation announced a normal course issuer bid (the “**2019 Bid**”) authorizing the Corporation to purchase up to 5,733,635 Common Shares, representing approximately 5% of the outstanding shares as of August 22, 2019. The 2019 Bid commenced on August 28, 2019 with purchases being made on the open market through the facilities of the CSE. As at the date hereof, the Corporation has purchased a total of 3,500,000 Common Shares under the 2019 Bid.

Shareholders of the Corporation may obtain, without charge, a copy of the Corporation’s notice to the CSE of its intention to make a normal course issuer bid upon request to the Corporate Secretary of the Corporation.

Additional information relating to the Corporation may be found under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Inquiries including requests for copies of the Corporation’s financial statements and management’s discussion and analysis for the year ended December 31, 2019 may be directed to the Corporation by telephone at 905.330.7948. Additional financial information is provided in the Corporation’s comparative financial statements and management’s discussion and analysis for the year ended December 31, 2019, which is also available on SEDAR.

### **APPROVAL**

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

#### **BY ORDER OF THE BOARD OF DIRECTORS**

*“Roger Dent”*

Roger Dent  
Chief Executive Officer and Director

## APPENDIX “A” AUDIT COMMITTEE CHARTER

### *The Audit Committee Charter*

#### **Mandate**

##### Role and Objectives

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Quinsam Capital Corporation (the “**Corporation**”) established for the purpose of overseeing the accounting and financial reporting process of the Corporation, the external audits of the consolidated financial statements of the Corporation and the relationship with the external auditor. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to the Corporation’s internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval the Corporation’s audited annual and unaudited quarterly consolidated financial statements and other mandatory financial disclosure.

The Corporation’s external auditor reports formally to the shareholders of the Corporation. The external auditor shall also present its more detailed audit findings (including any recommendations for improvements to accounting systems, procedures and internal controls) directly to the Committee. The Committee shall be directly responsible for overseeing the relationship with the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities.

The objectives of the Committee are as follows:

1. to be satisfied with the credibility and integrity of financial reports;
2. to support the Board in meeting its oversight responsibilities in respect of the preparation and disclosure of financial reporting, including the consolidated financial statements of the Corporation;
3. to facilitate communication between the Board and the external auditor and, to receive on behalf of the Board the reports of the external auditor concerning the detailed findings of the external audit directly from the external auditor;
4. to be satisfied with the external auditor’s independence and objectivity; and
5. to strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and the Corporation’s external auditor.

##### Composition

1. Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the Corporation.
2. Each Committee member shall satisfy the financial literacy and experience requirements of applicable securities laws, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.
3. The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information respecting the Corporation and its subsidiaries and associates as it considers to be necessary or advisable in order to perform its duties and responsibilities.

## Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.
2. A quorum for meetings of the Committee shall be a majority of its members.
3. Meetings of the Committee shall be scheduled as it deems appropriate. The Committee may hold *in camera* sessions of the Committee, without management present, at every meeting.
4. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee shall meet as it deems appropriate with the Corporation's external auditor, part or all of each such meeting to be in the absence of management.

## ***Responsibilities***

Review with management all interim consolidated financial statements of the Corporation and related financial reporting including Management's Discussion and Analysis and any earnings press releases (collectively "**Quarterly Financial Disclosure**") and, if thought fit, approve all Quarterly Financial Disclosure.

As discussed above, the Committee is established to assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of the Corporation and external audits of the Corporation's consolidated financial statements. In that regard, the Committee shall:

1. Satisfy itself on behalf of the Board with respect to the Corporation's internal control systems including identifying, monitoring and mitigating business risks as well as compliance with legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of the Corporation (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
2. Review with management and the external auditor the annual consolidated financial statements of the Corporation, the reports of the external auditor thereon and related financial reporting, including Management's Discussion and Analysis and any earnings press releases (collectively, "**Annual Financial Disclosure**") prior to their public disclosure. This process should include, but not be limited to:
  - a. reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
  - b. reviewing financial statements and all items raised by the external auditor, whether or not included in the financial statements; and
  - c. reviewing unresolved differences between the Corporation and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all Annual Financial Disclosure;

3. Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than Annual Financial Disclosure or Quarterly Financial Disclosure, and shall periodically assess the adequacy of those procedures;
4. Review with management and recommend to the Board for approval any financial statements of the Corporation which have not previously been approved by the Board and which are to be included

- in a prospectus of the Corporation;
5. If the Corporation files an annual information form under applicable securities laws review with management and recommend to the Board for approval, the Corporation's annual information form;
  6. With respect to the external auditor:
    - a. consider and make a recommendation to the Board as to the appointment or reappointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to applicable securities laws;
    - b. review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees, and make a recommendation to the Board as to the compensation of the external auditor;
    - c. when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
    - d. oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;
    - e. as may be required by applicable securities laws, either:
      - i. pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of *de minimis* non-audit services, approve such non-audit services prior to the completion of the audit; or
      - ii. adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
    - f. review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;
  7. Establish procedures for:
    - a. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
    - b. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
  8. Engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors.



**QUINSAM CAPITAL CORPORATION**

**Management's Discussion and Analysis**

**For the Year Ended December 31, 2019**

**April 29, 2020**

## **QUINSAM CAPITAL CORPORATION**

### **Management's Discussion and Analysis**

**For the year ended December 31, 2019**

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The following Management's Discussion and Analysis ("MD&A") constitutes management's assessment of the factors that affected the financial condition and results of operations of Quinsam Capital Corporation ("Quinsam", the "Company" or "We") for the year ended December 31, 2019 ("Fiscal 2019"). This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations and should be read in conjunction with the Company's financial statements and related notes for the years ended December 31, 2019 and 2018 ("Fiscal 2018").

Except as otherwise indicated (see "Use of Non-GAAP Financial Measures" section in this MD&A), the Company's financial statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC"). All figures in this MD&A are reported in Canadian dollars ("\$" or "CAD") unless otherwise stated.

#### **About Quinsam Capital Corporation**

Quinsam was incorporated under the Canada Business Corporations Act on March 18, 2004 in the Province of British Columbia. The Company is a merchant banking firm focused on the small-cap market with early-stage investments in the cannabis markets. The Company's business may encompass a wide range of activities including acquisitions, advisory services, lending activities and portfolio investments. Quinsam invests its capital for its own account in assets, companies or projects which management believes are undervalued and where we see a viable plan for unlocking such value. The Company does not invest on behalf of any third-party and does not offer investment advice.

The Company's common shares are publicly-traded on the Canadian Securities Exchange (the "CSE") under the ticker symbol "QCA".

The Company is domiciled in the Province of Ontario, and its registered office address is at 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1, Canada.

#### **Outlook**

The cannabis sector was highly volatile in 2019. The year started on a positive note following the legalization of cannabis in Canada in October 2018, which was expected to drive up revenues for cannabis companies. However, momentum slowed and the cannabis sector was particularly weak in the second half of the year.

A number of factors have led to the negative investor sentiment, including poor operating results from some issuers, a well-publicized regulatory scandal with one (1) particular issuer, investors' realizations that their initial expectations were overly robust, a general decline in appetite for risk, health and safety concerns on vaping-related products, tax loss selling and an ongoing supply of new security issuances by cannabis issuers.

There were well-publicized troubles at some larger cannabis issuers. In July, CannTrust Holdings Inc. was found to be growing cannabis in unlicensed rooms. In the United States (the "US"), the Food and Drug Administration ("FDA") issued a warning letter to Curaleaf Holdings Inc. for promoting unapproved CBD-based products. In 2019, there were also numerous high-profile leadership position changes at many "large" cannabis companies. Vaping-related health issues are also widely reported in the news and played a part in the negative performance of the sector in 2019.

In the first nine months of 2019, the Horizon Marijuana Life Sciences Index ETF NAV (the "ETF NAV") fell by 20.1%. During Q4 2019, the ETF NAV fell by a further 28.2%, bringing the overall decline for the year to 43.4%. Heading into 2020, with overall market conditions being very difficult, the ETF NAV fell by 29.3% for the quarter ended March 31, 2020. In April 2020, overall market conditions started to improve.

We are of the opinion that the bear market conditions in the cannabis sector, and in the market more broadly, have created conditions where, in many cases, there are opportunities to buy good quality issuers with good business prospects on attractive terms.

Cannabis is an evolving business, and thus drastic swings are expected. While the Company is optimistic about the opportunities for revenue and earnings growth for the cannabis sector, it is a sector which comes with risks and volatility. Accordingly, the Company maintains a cautious approach in overseeing its investment portfolio. When sector volatility leads

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to situations where Quinsam believes that upside is limited, the Company attempts to realize profits where possible and free up capital for new investments.

As the cannabis markets expand and mature, Quinsam plans to deploy its expertise to make strategic investments and contributions to upcoming industry leaders, as well as portfolio investments in niche growers, manufacturers, retailers, service providers and other companies. Quinsam intends to build a portfolio of cannabis-related investments that are targeted to generate attractive returns at acceptable levels of risk for shareholders going forward.

While the legislative climate for cannabis remains in flux in the US, Quinsam believes that, if progress with legalization reforms continues in the US, merger & acquisition ("M&A") activity in the US market will increase. With legalization of recreational marijuana (2018) and edibles (2019) setting the platform for the industry, the Company expects to continue providing assistance to our investee companies as they look to make acquisitions, undertake M&A transactions, and undertake other strategic growth initiatives within the cannabis sector.

Quinsam plans to continue to deploy its investable capital and pursue opportunities which are generally unavailable to the typical investor. The Company will remain focused on maintaining a tight cost structure, and by bringing a disciplined approach to this rather volatile sector, our goal is to outperform the sector as a whole.

The COVID-19 pandemic is a prevailing problem at this time. Market volatility has been high, valuations have fallen and access to capital is limited in some cases. This creates operational, liquidity and other risks for our investee companies and creates volatility in the market values of our investments and in the market value of the Company's shares. Some businesses are unable to operate normally or at all at this time. Investors are cautioned to assess carefully the impact of COVID-19 in considering the status of all their investments including Quinsam.

With the cannabis environment being more negative in recent months, Quinsam will also consider investments outside the cannabis sector.

#### **Recent Developments**

On February 22, 2019, the Company paid its Q4 2018 quarterly dividend of \$0.00125 per share, to the shareholders of record on February 1, 2019.

On May 29, 2019, the Company paid its Q1 2019 quarterly dividend of \$0.00125 per share, to the shareholders of record on May 8, 2019.

On June 25, 2019, the Company awarded 2,500,000 Deferred Share Units ("DSUs") at a deemed value of \$0.20 each in payment for the management bonus related to its Fiscal 2018 portfolio performance. The issuance was consciously capped at a level that was materially below the level of issuer bid share repurchases in Q2 2019.

On August 26, 2019, the Company paid its Q2 2019 quarterly dividend of \$0.00125 per share, to the shareholders of record on August 9, 2019.

On November 27, 2019, the Company paid its Q3 2019 quarterly dividend of \$0.00125 per share, to the shareholders of record on November 6, 2019.

During Fiscal 2019, the Company had repurchased 8,717,951 of its common shares in the market and returned them to the Treasury, as part of the previously announced Normal Course Issuer Bid (the "Bid") as follows:

- January 16, 2019: 843,000 common shares.
- June 6, 2019: 1,800,000 common shares.
- June 26, 2019: 2,485,951 common shares.
- July 11, 2019: 89,000 common shares.
- September 25, 2019: 2,000,000 common shares; and
- December 24, 2019: 1,500,000 common shares.

On February 25, 2020, the Company paid its Q4 2019 quarterly dividend of \$0.00125 per share, to the shareholders of record on February 4, 2020.

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On April 28, 2020, the Board also approved its Q1 2020 quarterly dividend of \$0.00125 per share. The dividend distribution will be paid on May 29, 2020 to shareholders of record on May 8, 2020. It will mark the 23<sup>rd</sup> consecutive quarter in which Quinsam will have issued dividends to its shareholders.

**Canadian Companies with U.S. Marijuana-Related Assets**

On February 8, 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice"), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the US as permitted within a particular state's regulatory framework. All issuers with US cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents.

Such disclosure includes, but is not limited to: (i) a description of the nature of a reporting issuer's involvement in the US marijuana industry; (ii) disclosure that marijuana is illegal under US federal law and that enforcement of relevant laws is a significant risk; (iii) related risks including, among others, the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the US; and (iv) a discussion of the reporting issuer's ability to access public and private capital, including which financing options are and are not available to support continuing operations. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the US marijuana industry, or deemed to have "ancillary industry involvement", all as further described in the Staff Notice. Public reaction to the notice was generally positive and industry participants welcomed the opportunity to review and provide enhanced disclosure.

At this time, the Company's involvement in the US cannabis industry is limited and its industry involvement of cannabis activities is "Indirect" through investments in entities operating in the US cannabis industry (the "Investees"). In addition, the Company does not operate, nor control any subsidiary that is directly engaged in the cultivation or distribution of marijuana in accordance with a US state license. As a result of the Investees having cannabis operations in the US (as described below), the Company is subject to the requirements of the Staff Notice and accordingly provides the following disclosures:

*Compliance with Applicable State Laws in the US*

The Company has not obtained legal advice regarding compliance with applicable state regulatory frameworks and exposure and implication arising from US federal laws in the states where its Investees conduct operations. For each of the Investees involved in the US cannabis industry listed in the below summary of investments, to the best of the Company's knowledge, we are not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable US state for any of such Investees' business and the Company is not aware of: (i) any non-compliance by these Investees with respect to marijuana-related activities, or (ii) any notices of violation with respect to any Investees' marijuana-related activities by its respective regulatory authorities.

*Nature of Investments with US Cannabis-Related Activities*

**Ballistic Capital Corp. (Oregon)**

In August 2018, Quinsam subscribed for 3,900,000 shares of Ballistic Capital Corp. ("Ballistic") for \$390,000 through a private placement, which makes Quinsam a near-10-percent shareholder of the company. Ballistic is involved with the disposal of cannabis waste in the State of California. Cannabis waste disposal is a relatively new business that has been created by the legalization of cannabis in the state.

**Blackshire Capital Corp. (Arizona, Massachusetts, Washington)**

In October 2018, Quinsam subscribed for 350,000 units of Blackshire Capital Corp. ("Blackshire") for \$385,000 through a private placement. Each unit is comprised of one (1) common share and 1/2 warrant exercisable at \$1.75 for 24 months from closing. Blackshire is a principal investor and asset manager, focused on investing growth capital in the securities of private cannabis companies on a global basis. Blackshire is currently invested in the following categories: (a) general cannabis investments in Canada, (b) cannabis-related retail in Canada, and (c) cannabis-infused edibles and beverages in Washington, Arizona and Massachusetts, respectively.

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C21 Investments Inc. (Maine, Nevada, Oregon)

In January 2019, Quinsam subscribed for 300 units of convertible debentures of C21 Investments Inc. ("C21") for \$300,000 through a private placement. Each unit is comprised of a principal amount of \$1,000 and 1/2 warrant exercisable at \$0.90 for 24 months from closing. The debenture units are also convertible into shares at the Company's option, at a conversion price of \$0.80 for 24 months from closing. C21 is a vertically integrated cannabis company that cultivates, processes, and distributes quality cannabis and hemp-derived consumer products in the US. It owns Silver State Relief in Nevada, and Phantom Farms, Swell Companies, Eco Firma Farms, and Pure Green in Oregon. These brands produce and distribute a broad range of tetrahydrocannabinol ("THC") and Cannabidiol ("CBD") products from cannabis flowers, prerolls, cannabis oil, vaporizer cartridges and edibles.

Cannabis One Holdings Inc. (Colorado, Nevada, Oregon, Washington)

In September 2018, Quinsam subscribed for 115,000 subscription receipts of Bertram Capital Finance Inc. ("Bertram Capital") d/b/a Cannabis One ("Cannabis One") for \$341,550 through a private placement. Each unit is comprised of one (1) common share and 1/2 warrant exercisable at \$4.45 for 24 months from closing. On February 26, 2019, Cannabis One completed a business combination with Bertram Capital. Upon execution of the definitive agreement, and as approved by shareholders at the shareholder meeting held on October 3, 2018, Quinsam received 568,100 additional shares and 284,050 additional warrants of Cannabis One, following a 5.93-to-1 split. Cannabis One's common shares began trading on the CSE on February 26, 2019. Cannabis One is focused on aggregating and optimizing popular cannabis brands throughout North America. With its franchise-ready retail brand, The Joint™, and through targeted acquisition and partnership opportunities, Cannabis One intends to become the premier, globally-recognized, "House of Brands", holding a client portfolio of award-winning products with an extensive market footprint. Through the Joint™ retail concept, Cannabis One intends to leverage the consumer and brand data harvested from its retail locations to bring data-driven analytics to an emerging, branded industry.

CannAmerica Brands Corp. (Colorado, Maryland, Massachusetts, Nevada, Oklahoma)

In July 2018, Quinsam subscribed for 1,650,000 shares of CannAmerica Brands Corp. ("CannAmerica") for \$495,000 through a private placement. CannAmerica is a US marine veteran founded and operated portfolio of cannabis brands with licensing agreements in the States of Colorado, Nevada, Oklahoma, Maryland, Massachusetts and Canada. CannAmerica aims to maximize value of its brands by employing brand management teams, marketing and licensing the brands through various distribution channels, including dispensaries, wholesalers and distributors in the US and internationally. Its core strategy is to enhance and monetize the global reach of its existing brands, and to pursue additional strategic acquisitions to grow the scope and diversity of its brand portfolio.

Cansortium Inc. (Florida, Michigan, Pennsylvania, Texas)

In March 2019, Quinsam subscribed for 200,000 units of Cansortium Inc. ("Cansortium") for \$534,640 through a prospectus offering, which the Company had since disposed of. In May 2019, Quinsam also subscribed for 400 units of convertible debentures of Cansortium for USD \$400,000 through a private placement. Each unit is comprised of a senior secured convertible debenture with face value of USD \$1,000 accruing interest at 12.0% per annum, and 292 warrants, each exercisable to acquire one (1) common share at any time prior to March 21, 2021 at USD \$2.40. Cansortium is focused on being the highest quality cannabis company in the State of Florida driven by commitment to operational excellence from seed to sale. Cansortium has developed proficiencies in each of cultivation, processing, retail, and distribution activities. In addition to Florida, it is seeking to create shareholder value in the markets of Texas, Michigan and Pennsylvania, where the Company has secured licenses and established operations. Cansortium's common shares began trading on the CSE on March 22, 2019.

CLS Holdings USA Inc. (Nevada)

In December 2018, Quinsam subscribed for 400 units of convertible debentures of CLS Holdings USA Inc. ("CLS") for USD \$400,000, which bear interest at 8% per annum for a term of three (3) years. At Quinsam's option, the debentures are convertible into units at USD \$0.80 per share. CLS is a diversified cannabis company that acts as an integrated cannabis producer and retailer through its Oasis Cannabis subsidiaries in Nevada, and it has plans to expand to other states. CLS stands for "Cannabis Life Sciences" in recognition of its patented proprietary method of extracting various CBD from the marijuana plant and converting them into products. CLS's business model includes licensing operations, processing operations, processing facilities, sale of products, brand creation and consulting services.

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#### Corsica Innovations Inc. (Colorado)

In March 2019, Quinsam subscribed for 250 units of convertible debentures of Corsica Innovations Inc. ("Corsica") for \$250,000 through a private placement which closed subsequent to Q1 2019. Each unit is comprised of a principal amount of \$1,000 and four (4) warrants exercisable at \$0.30 for 36 months from closing. The debenture units are also convertible into shares at the Company's option, at a conversion price of \$0.25 for 36 months from closing. Based in Boulder, Colorado, Corsica manufactures and markets Plug N' Plant cannabis growing systems. Its cannabis growing systems monitor various aspects of grow box and keeps it at optimal settings for plant growth; and takes care of nutrient dosing, pH balancing, light, temperature, water level, and ventilation controls.

#### Empower Clinics Inc. (Arizona, Florida, Illinois, Nevada, Oregon, Washington)

In March 2018, Quinsam subscribed for 1,000,000 shares of Empower Clinics Inc. ("Empower") for \$310,000 through a private placement. In September 2018, the Company also subscribed for \$250,000 of Empower's unsecured convertible debentures which bear interest at 7% per annum, payable on maturity which is one (1) year from closing. On maturity, the debentures will be automatically converted at \$0.18, into units consisting of one (1) common share and one (1) warrant exercisable at \$0.19 for a period of one (1) year from the maturity date. Empower is a multi-state vertically integrated operator of health and wellness company operating networks of physician-staffed wellness clinics that are focused on helping patients improve and protect their health, through innovative physician recommended treatment options. Empower currently also has its first hemp-derived CBD extraction facility under development.

#### Evio Inc. (California, Florida, Massachusetts, Oregon, Washington)

In January 2018, Quinsam subscribed for 450 units of convertible debentures of Evio Inc. ("Evio") for USD \$450,000 (CAD \$556,850) through a private placement. Each unit is comprised of one (1) common share and 1/2 warrant exercisable at USD \$0.40 for 18 months from closing. During Q2 2019, the Company also subscribed for 150,000 units of Evio for \$80,084 through a private placement. Each unit is comprised of one (1) common share and one (1) warrant exercisable at \$0.65 for 24 months from closing. Evio, together with its subsidiaries, provides advisory, management, and analytical testing services to the legalized cannabis industry in the US. The company also offers industry research, business and market intelligence, market forecasts, and operational insights; and advisory and consulting services, including license application support, regulatory compliance, and operating services for current and prospect licensed cannabis businesses.

#### Flower One Holdings Inc. (Nevada)

In March 2019, Quinsam subscribed for 450 units of convertible debentures of Flower One Holdings Inc. ("Flower One") for \$450,000 through a prospectus offering. Each unit is comprised of a principal amount of \$1,000 and 192 warrant exercisable at \$2.60 for 36 months from closing. The debenture units are also convertible into shares at Quinsam's option, at a conversion price of \$0.26 for 36 months from closing. Flower One owns and operates a 25,000 sq. ft. cultivation and production facility in North Las Vegas, with nine (9) grow rooms, and owns the established NLV Organics consumer brand of cannabis products. In June 2019, Flower One also converted its 455,000 sq. ft. greenhouse and production facility, for cultivating and processing high-quality cannabis at scale. Flower One is fully licensed for medical marijuana cultivation and production, as well as recreational marijuana cultivation and production in Nevada. It produces a wide range of top-performing brands cannabis products ranging from wholesale flower, fullspectrum oils, and distillates to finished consumer packaged goods including flower, pre-rolls, concentrates, edibles, beverages, and topicals.

#### Gefion Canada Inc. (Various states in the US)

In September 2018, Quinsam subscribed for 500,000 shares of Gefion Canada Inc. ("Gefion") for \$300,000 through a private placement. Gefion is a private Canadian corporation which has licensed transdermal delivery technology from BioPhysics Pharma, Inc., for the development and sale of herbal extracts products which include cannabis and hemp-based products. Its mission is to become the preeminent transdermal specialty pharmaceutical company in the cannabinoid industry focused on utilizing both CBD and herbal extracts as active ingredients. In Canada, Gefion has developed products for entry into the CBD OTC market. In the US, its business model provides for the sale of the formula bases in bulk to extractors in all states.

#### Grown Rogue International Inc. (California, Michigan, Oregon)

In July 2018, Quinsam subscribed for 1,000,000 shares of Grown Rogue International Inc. ("Grown Rogue") for \$440,000 through a private placement. Grown Rogue is a seed-to-experience cannabis brand operating in the Oregon recreational market. Grown Rogue's products are categorized according to user experiences, and its brand offers flower, pre-rolls and

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extracts including shatter, wax, oil and sugar. It operates from its two (2) wholly owned outdoor facilities and one 17,000 sq. ft. indoor grow operation, utilizing organic farming practices and meeting Clean Green Certification standards. Grown Rogue's cannabis product offerings include premium flower, patent-pending nitrogen sealed pre rolls, oil and concentrates, and edibles. Grown Rogue also operates out of California and Michigan.

#### Halo Labs Inc. (California, Nevada, Oregon)

In July 2018, Quinsam subscribed for 1,250,000 subscription receipts units of Halo Labs Inc. ("Halo") for \$500,000 through a private placement. Each subscription receipt unit is comprised of one (1) common share and one (1) warrant exercisable at \$0.80 until December 31, 2020. As at September 30, 2019, Quinsam continued to hold a warrant position in Halo. Halo is a cannabis extraction company founded in Oregon that develops and manufactures cannabis oils and concentrates. It has expertise across all cannabis manufacturing processes, leveraging proprietary processes and products, and has produced over 4.5 million grams of oils and concentrates since inception. It is currently expanding its operations with new facilities in Nevada and California, and has also begun operations in Lesotho, Africa through a strategic partnership. Halo is also planning an expansion into the European and Canadian markets.

#### Harborside Inc. (formerly Lineage Grow Company Ltd.) (California, Oregon)

Harborside Inc. ("Harborside") operates two (2) flagship cannabis dispensary stores in Oakland and San Jose, and a large cannabis cultivation facility in Salinas, in the State of California. Harborside is considered by many as a pioneer in the California cannabis market. In February 2019, Harborside and Lineage Grow Company Ltd. ("Lineage") entered into a definitive merger agreement pursuant to which saw Harborside complete a reverse takeover transaction which resulted in Lineage acquiring all of the issued and outstanding securities of Harborside. The RTO Transaction was completed in May 2019, at which time all Lineage securities were converted into Harborside securities based on an exchange ratio of 41.818182. In October 2019, Harborside acquired full ownership of San Leandro Wellness Solutions, Inc. ("SLWS") which it previously owned 50% of under a joint venture. With closing of the SLWS transaction, Harborside now operates three (3) dispensaries in the San Francisco Bay Area, alongside their Oakland and San Jose locations.

#### Helix TSC Inc. (formerly Green Tree International Inc.) (California, Colorado, Florida, Nevada, Washington)

In July 2018, Quinsam subscribed for 400 units of convertible debentures of Green Tree International Inc. ("Green Tree") for USD \$400,000 (CAD \$526,280), which bear interest at 10% per annum for a term of three (3) years. At Quinsam's option, the debentures are convertible into shares at USD \$1.00. In September 2019, Green Tree merged with Helix TCS, Inc. ("Helix TCS"), a company incorporated under the laws of the State of Delaware. Helix TCS is a provider of critical infrastructure services, helping owners and operators of licensed cannabis businesses stay competitive and compliant while mitigating risk. Through its proprietary technology suite and security services, Helix TCS provides comprehensive supply chain management, compliance tools, and asset protection for any license type in any regulated cannabis market. Helix TCS's products reach over 2,000 customer locations in 38 states and 9 countries and has processed over \$20 billion in cannabis sales.

#### Herbiculture Inc. (Maryland)

In 2017, Quinsam signed an agreement to finance the start-up costs of Herbiculture Inc. ("Herbiculture"), in the form of a USD \$655,000 senior secured promissory note carrying interest at 10% on a 3-year term. On February 12, 2018, Herbiculture received a Processor License from the Maryland Medical Cannabis Commission ("MMCC") to commence dispensary operations. On receipt of the Processor License, Quinsam was granted a right equal to a 35% interest shares of Herbiculture's outstanding shares. As Quinsam is not in the business of operating, nor controlling any subsidiary that is directly engaged in the cultivation or distribution of marijuana in accordance with a US state license, the Company had continued to look for interested parties to take on the 35% interest in Herbiculture.

#### Ikanik Farms Inc. (California)

In May 2019, Quinsam subscribed for 300 units of convertible debentures of Ikanik Farms Inc. ("Ikanik") for USD \$300,000 (CAD \$404,610), which bear interest at 6% per annum for a term of two (2) years. At Quinsam's option, the debentures are convertible into units at USD \$0.61. Ikanik holds a portfolio of cannabis lifestyle brands, deep rooted in action sports and entertainment, unified with passion. Ikanik had recently announced that it had entered into a business combination agreement with Canadian Imperial Venture Corp. ("CIV") whereby CIV has agreed to acquire all of the issued and outstanding securities of Ikanik by way of a three-cornered amalgamation, which will result in a reverse takeover of the Company by the security holders of Ikanik. In October 2019, Ikanik acquired all of the issued and outstanding common shares of Pideka SAS, an

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indoor medical cannabis cultivator based in Bogotá, Colombia whose founders have over 20 years of R&D experience and cultivation expertise.

#### Ionic Brands Corp. (California, Illinois, Massachusetts, Nevada, Oregon, Washington)

In February 2019, Quinsam subscribed for 800,000 common shares of Vegas Valley Capital Corp. ("Vegas Valley") for \$216,000 through a private placement. On June 12, 2019, Ionic Brands Corp. ("Ionic") acquired Vegas Valley, and exchanged Quinsam's investment into 612,605 shares of Ionic. The Vegas Valley acquisition includes the lease for a 1,700 sq. ft. production facility, situated on 3.42 acres of land. Vegas Valley is currently building a 60,000 sq. ft. manufacturing facility with expected completion date of Q3 2019. A second 80,000 sq. ft. facility is planned for Q4 2019. The Vegas Valley acquisition also includes four (4) state licenses in hand for cultivation and manufacturing for both medical and recreational cannabis. Ionic is a cannabis holdings company based in Washington, focused on building a multi-state consumer-focused cannabis concentrate brand portfolio focusing on the premium and luxury segments. The cornerstone Brand of the portfolio, IONIC, is a top vaporizer brand in Washington State. It has aggressively expanded throughout the West Coast of the US and is currently operating in Washington, Nevada, Oregon and California, with licensing agreements in Illinois and Massachusetts.

#### Mojave Jane Brands Inc. (formerly High Hampton Holdings Corp.) (California)

In February 2018, Quinsam subscribed for 600,000 units of High Hampton Holdings Corp. ("High Hampton") for \$360,000 through a private placement. Each unit is comprised of one (1) common share and one (1) warrant exercisable at \$0.90 for 24 months from closing. On June 20, 2019, High Hampton changed its name to Mojave Jane Brands Inc. ("Mojave Jane") to emphasize the California brands and lifestyle addressing a wide range of consumer demands that vary across the state. Mojave Jane is a Canadian-based cannabis sector brand and distribution company emerging as a true vertical integrator in California's legal cannabis space serving recreational and wellness markets. Its US holdings are focused on processing and manufacturing, branding, marketing and distribution. Through ownership of high-end brands such as Caligold, partnerships with innovators such as HAI Beverages, and investments in leading distributor SpeedWeed, Mojave Jane is positioned to capitalize on the rapidly growing legal opportunity in the world's largest cannabis market.

#### Nutritional High International Inc. (California, Colorado, Oregon)

In March 2018, Quinsam subscribed for 750 units of convertible debentures of Nutritional High International Inc. ("Nutritional High") for \$750,000 through a private placement. Each debenture unit is comprised of (i) \$1,000 principal amount of 10% unsecured debentures convertible at \$0.60, and (ii) 1,667 warrants exercisable at \$0.70 for a period of 36 months from closing. Nutritional High develops, manufactures and distributes products under recognized brands in the cannabis products industry, with a specific focus on edibles and oil extracts for adult recreational use. It works exclusively through licensed facilities in jurisdictions where such activity is permitted and regulated by state law and follows a vertically integrated model with a strategy for acquisitions in extraction, production, and distribution sectors of the cannabis industry. Nutritional High's flagship FLI™ edibles and extracts product lines are currently manufactured and marketed in California, Oregon and Colorado. Nutritional High plans to expand its operations into Nevada, Washington State and the Canadian markets in the near future.

#### OG DNA Genetics Inc. (California and various states)

In 2017, Quinsam subscribed for 1,400,000 common shares and units of Seed Capital Corp. ("Seed Capital") for \$200,000. Seed Capital holds an investment portfolio similar to the Company, but on a smaller scale. In October 2018, Seed Capital was acquired by OG DNA Genetics Inc. ("DNA") through an amalgamation agreement, whereby DNA issued securities for each Seed Capital security at an exchange ratio of 0.294962. DNA was founded in Amsterdam and is currently based in Los Angeles. Over the past decade, it had built and curated a seasoned genetic library and developed proven standard operating procedures for genetic selection, breeding, and cultivation. DNA is licensed in over ten (10) distinct jurisdictions, including Canada, and States such as Nevada, Pennsylvania, and Michigan, to name a few. In August 2019, DNA announced that it has officially acquired the Crockett Family Farms and the rights to their brand and entire line-up of cannabis genetics. DNA is also pursuing a going-public transaction and listing in Canada expected to be finalized in 2020.

#### Phoenix Extractions Inc. (Arizona)

In November 2018, Quinsam subscribed for USD \$250,000 (CAD \$330,125) of convertible debentures of Phoenix Extractions Inc. ("Phoenix Extractions"). Each debenture unit is comprised of (i) \$1,000 principal amount of 8% unsecured

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debentures which are convertible at a conversion rate of \$0.29, and (ii) 1/2 warrant exercisable at \$0.35 for a period of 24 months from closing. Phoenix Extractions operates a hemp-extraction business out of Phoenix, Arizona.

Xtraction Services Holdings Corp. (Florida)

In April 2018, Quinsam subscribed for 400 units of convertible debentures of Xtraction Services Inc. for USD \$400,000 through a private placement. Xtraction is a Florida-based company which provides equipment solutions for cannabis and hemp extraction, known for its best-in-class service and equipment amongst the top growing vape and consumable companies. In September 2019, Xtraction Services Holdings Corp. (formerly Caracara Silver Inc.) (“Xtraction”) completed a business combination with Xtraction Services Inc. In connection with the closing of the business combination, Xtraction de-listed its common shares from the NEX Board of the TSX Venture Exchange effective at the close of business on September 6, 2019 and commenced trading of its subordinate voting shares on the CSE on September 13, 2019.

As at December 31, 2019, the Company held the following investments in the cannabis sector:

| Investees  | Investments relationship | Investments type                          | Jurisdiction  | Industry involvement <sup>(1)</sup> | Cost      | Fair value | Company's ownership % |
|--|--------------------------|---|---|-------------------------------------|-----------|------------|-----------------------|
|  |                          |   |   |                                     | \$        | \$         |                       |
| Aleafia Health Inc.  | Publicly-listed          | Convertible debentures & warrants         | Canada  | N/A                                 | 477,763   | 385,022    | Under 10%             |
| Ancient Strains Limited  | Private                  | Shares & warrants                         | Uruguay   | N/A                                 | 400,000   | 92,401     | Under 10%             |
| Asterion Cannabis Inc.   | Private                  | Shares & warrants                         | Canada, Australia   | N/A                                 | 400,000   | 954,526    | Under 10%             |
| Ballistic Capital Corp.  | Private                  | Shares                                    | US (Oregon)   | Indirect                            | 390,000   | 96,720     | Under 10%             |
| Blackshire Capital Corp.                                       | Private                  | Shares & warrants                         | US (Arizona, Massachusetts, Washington)                     | Indirect                            | 385,000   | 300,685    | Under 10%             |
| Braingrid Limited  | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 26,450    | -          | Under 10%             |
| Budd Hutt Inc.   | Private                  | Shares & loans                            | Canada  | N/A                                 | 2,259,375 | 2,275,000  | Under 10%             |
| C21 Investments Inc.   | Publicly-listed          | Warrants                                  | US (Maine, Nevada, Oregon)                                  | Indirect                            | 44,676    | 38,283     | Under 10%             |
| Canada House Wellness Group Inc.                               | Publicly-listed          | Convertible debentures & warrants         | Canada  | N/A                                 | 150,000   | 105,783    | Under 10%             |
| CanaQuest Medical Corp. (formerly Algae Dynamics Corp.)        | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 200,000   | 120,122    | Under 10%             |
| Canivate Growing Systems Ltd.                                  | Private                  | Shares & warrants                         | Canada  | N/A                                 | 470,000   | 956,248    | Under 10%             |
| Cannabis One Holdings Inc.                                     | Publicly-listed          | Shares & warrants                         | US (Colorado, Nevada, Oregon, Washington)                   | Indirect                            | 209,916   | 58,818     | Under 10%             |
| Cannabis OneFive Inc.  | Private                  | Shares                                    | Canada  | N/A                                 | 220,000   | 490,000    | Under 10%             |
| Cannaverse Inc.  | Private                  | Shares                                    | Canada  | N/A                                 | 369,375   | 321,625    | Under 10%             |
| CannAmerica Brands Corp.                                       | Publicly-listed          | Shares                                    | US (Colorado, Maryland, Massachusetts, Nevada, Oklahoma)    | Indirect                            | 421,500   | 35,125     | Under 10%             |
| Consortium Inc.  | Publicly-listed          | Shares & warrants                         | US (Florida, Michigan, Pennsylvania, Texas)                 | Indirect                            | 539,120   | 408,978    | Under 10%             |
| CB2 Insights Inc. (formerly MVC Technologies Inc.)             | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 432,464   | 113,913    | Under 10%             |
| CBD Acres Management Inc.                                      | Private                  | Shares                                    | Canada  | N/A                                 | 510,000   | 186,915    | Under 10%             |
| City View Green Holdings Inc. (formerly Icon Exploration Inc.) | Publicly-listed          | Shares                                    | Canada  | N/A                                 | 697,025   | 1,726,608  | Under 10%             |
| CLS Holdings USA Inc.  | Publicly-listed          | Convertible debentures                    | US (Nevada)   | Indirect                            | 533,840   | 381,072    | Under 10%             |
| Corsica Innovations Inc.                                       | Private                  | Convertible debentures                    | US (Colorado)   | Indirect                            | 250,000   | 294,135    | Under 10%             |
| Eden Empire Inc.   | Private                  | Shares & convertible debentures           | Canada  | N/A                                 | 375,000   | 382,985    | Under 10%             |
| Embark Health Inc.   | Private                  | Shares & warrants                         | Canada  | N/A                                 | 500,000   | 1,140,954  | Under 10%             |
| Empower Clinics Inc.   | Publicly-listed          | Shares & convertible debentures           | US (Arizona, Florida, Illinois, Nevada, Oregon, Washington) | Indirect                            | 220,157   | 126,566    | Under 10%             |
| Eve & Co Inc.  | Publicly-listed          | Shares                                    | Canada, Germany   | N/A                                 | 684,617   | 353,019    | Under 10%             |
| Evergreen Reinsurance  | Private                  | Shares                                    | Canada  | N/A                                 | 325,000   | 220,000    | Under 10%             |
| Evio Inc.  | Publicly-listed          | Shares, convertible debentures & warrants | US (Colorado, California, Florida, Massachusetts, Oregon)   | Indirect                            | 636,934   | 324,141    | Under 10%             |
| Flower One Holdings Inc.                                       | Publicly-listed          | Convertible debentures                    | US (Nevada)   | Indirect                            | 370,806   | 297,000    | Under 10%             |
| Frontier Wellness Management Inc.                              | Private                  | Shares                                    | Spain   | N/A                                 | 399,998   | 486,663    | Under 10%             |
| Full Spectrum Brands Canada Inc.                               | Private                  | Shares                                    | Canada  | N/A                                 | 496,000   | 211,110    | Under 10%             |
| Gefion Canada Inc.   | Private                  | Shares                                    | Canada, US <sup>(2)</sup>                                   | N/A                                 | 300,000   | 169,750    | Under 10%             |

**QUINSAM CAPITAL CORPORATION**  
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**For the year ended December 31, 2019**

|  |                 |   |  |          |                   |                   |                                      |
|--|-----------------|---|--|----------|-------------------|-------------------|--------------------------------------|
| Georgian Bay Biomed Inc.   | Private         | Shares                                    | Canada   | N/A      | 263,808           | 300,000           | Under 10%                            |
| Good Buds Company Ltd.   | Private         | Shares & warrants                         | Canada   | N/A      | 495,000           | 477,624           | Under 10%                            |
| Green Stripe Naturals Ltd.   | Private         | Shares & warrants                         | Jamaica  | N/A      | 640,000           | 1,140,000         | Under 10%                            |
| Greentec Holdings Ltd.   | Publicly-listed | Warrants                                  | Canada   | N/A      | 60,037            | -                 | Under 10%                            |
| Grown Rogue International Inc.                                     | Publicly-listed | Shares & warrants                         | US (California, Michigan, Oregon)                            | Indirect | 312,237           | 59,086            | Under 10%                            |
| Halo Labs Inc.   | Publicly-listed | Warrants                                  | US (California, Nevada, Oregon)                              | Indirect | 118,038           | 24,950            | Under 10%                            |
| Harborside Inc.  | Publicly-listed | Shares & warrants                         | US (California, Oregon)                                      | Indirect | 1,129,156         | 132,630           | Under 10%                            |
| Helix TCS Inc. (formerly Green Tree International Inc.)            | Publicly-listed | Convertible debentures & warrants         | US (California, Colorado, Florida, Nevada, Washington)       | Indirect | 626,218           | 544,409           | Under 10%                            |
| Hemp Hydrate Int'l Holdings Inc.                                   | Private         | Shares & warrants                         | Canada   | N/A      | 525,000           | 1,056,907         | Under 10%                            |
| Hempsana Inc.  | Private         | Shares                                    | Canada   | N/A      | 480,000           | 480,000           | Under 10%                            |
| Herbiculture Inc.  | Private         | Loans                                     | US (Maryland)  | Indirect | 831,480           | 854,161           | Right to 35% interest <sup>(3)</sup> |
| Hystyle Brands Inc.  | Private         | Convertible debentures & warrants         | Canada   | N/A      | 100,000           | 125,437           | Under 10%                            |
| Ikanik Farms Inc.  | Private         | Convertible debentures & warrants         | US (California)  | Indirect | 404,610           | 390,576           | Under 10%                            |
| I.M.C. Holdings Ltd.   | Publicly-listed | Shares & warrants                         | Israel   | N/A      | 445,000           | 455,697           | Under 10%                            |
| Inner Spirit Holdings Ltd.   | Publicly-listed | Convertible debentures & warrants         | Canada   | N/A      | 499,637           | 451,516           | Under 10%                            |
| Ionic Brands Corp.   | Publicly-listed | Shares                                    | US (California, Illinois, Massachusetts, Oregon, Washington) | N/A      | 216,000           | 12,252            | Under 10%                            |
| King and Pegahmagabow Inc.   | Private         | Convertible debentures                    | Canada   | N/A      | 1,220,000         | 1,173,574         | Under 10%                            |
| Med. Compassion Canni Farms Inc.                                   | Private         | Loans                                     | Canada   | N/A      | 2,000,000         | 2,000,000         | Under 10%                            |
| Mercio Payments Inc.   | Private         | Shares                                    | Canada   | N/A      | 150,000           | 33,992            | Under 10%                            |
| Mojave Jane Brands Inc. (formerly High Hampton Holdings Corp.)     | Publicly-listed | Shares & warrants                         | US (California)  | Indirect | 117,595           | -                 | Under 10%                            |
| Molecule Inc.  | Private         | Shares                                    | Canada   | N/A      | 250,000           | 250,000           | Under 10%                            |
| Nutritional High International Inc.                                | Publicly-listed | Convertible debentures & warrants         | US (Colorado, California, Washington, Nevada, Oregon)        | Indirect | 750,000           | 552,267           | Under 10%                            |
| OG DNA Genetics Inc.   | Private         | Shares & warrants                         | US (California and other states) <sup>(4)</sup>              | Indirect | 200,000           | 557,028           | Under 10%                            |
| Osoyoos Cannabis Inc.  | Publicly-listed | Convertible debentures & warrants         | Canada   | N/A      | 524,370           | 549,105           | Under 10%                            |
| Pharmadrug Inc. (formerly Aura Health Inc.)                        | Publicly-listed | Shares & warrants                         | Israel, Germany  | Indirect | 772,500           | 103,100           | Under 10%                            |
| Pharmex Life Sciences Inc.   | Private         | Shares & warrants                         | Mexico   | N/A      | 300,000           | 936,122           | Under 10%                            |
| Phoenix Extractions Inc.   | Private         | Convertible debentures & warrants         | US (Arizona)   | Indirect | 330,125           | 391,096           | Under 10%                            |
| Phytopharma International Ltd.                                     | Private         | Convertible debentures                    | Israel   | N/A      | 400,000           | 389,162           | Under 10%                            |
| PlanText Ltd.  | Private         | Shares                                    | Israel   | N/A      | 317,988           | 1,007,383         | Under 10%                            |
| Pure Global Cannabis Inc.  | Publicly-listed | Convertible debentures & warrants         | Canada   | N/A      | 350,000           | 233,946           | Under 10%                            |
| Rocky Mountain Marijuana Inc.                                      | Publicly-listed | Shares                                    | Canada   | N/A      | 500,000           | 127,500           | Under 10%                            |
| Segra International Corp.  | Private         | Shares & warrants                         | Canada   | N/A      | 400,000           | 577,696           | Under 10%                            |
| Sproutly Inc.  | Publicly-listed | Special warrants & convertible debentures | Canada   | N/A      | 280,632           | 226,201           | Under 10%                            |
| Stem Holdings Inc. (formerly 7LV Seven Leafs Ventures Corporation) | Publicly-listed | Shares, convertible debentures & warrants | US (California, Nevada, Oklahoma, Oregon)                    | Indirect | 500,000           | 476,295           | Under 10%                            |
| Swiss Lux Products Inc.  | Private         | Shares                                    | Canada   | N/A      | 200,000           | 70,320            | Under 10%                            |
| Theracann Int'l Benchmark Corp.                                    | Private         | Convertible debentures & warrants         | Panama   | N/A      | 300,000           | 233,922           | Under 10%                            |
| Therma Bright Inc.   | Publicly-listed | Shares & convertible debentures           | Canada   | N/A      | 100,000           | 91,768            | Under 10%                            |
| Verabys Inc.   | Private         | Shares                                    | Columbia   | N/A      | 350,000           | 350,000           | Under 10%                            |
| Western Canadian Cannabis Stores                                   | Private         | Shares                                    | Canada   | N/A      | 57,143            | 57,143            | Under 10%                            |
| Westleaf Inc.  | Publicly-listed | Shares                                    | Canada   | N/A      | 101,000           | 40,400            | Under 10%                            |
| Xebra Brands Ltd.  | Private         | Shares                                    | Colombia, Mexico   | N/A      | 100,000           | 100,000           | Under 10%                            |
| Xtraction Services Holdings Corp.                                  | Publicly-listed | Shares & warrants                         | US (Florida)   | Indirect | 514,440           | 200,841           | Under 10%                            |
|  |                 |   |  |          | <b>31,927,028</b> | <b>30,288,273</b> |                                      |

# QUINSAM CAPITAL CORPORATION

## Management's Discussion and Analysis

For the year ended December 31, 2019

- (1) Industry involvement refers to Quinsam's involvement in regard to the Investees with marijuana-related activities in the US. For greater clarity per the Staff Notice, Investees classified as "Indirect" in this column generally represents entities with a license to either cultivate and/or sell marijuana in the US, and for which Quinsam has an equity or "convertible-into-equity" stake in that particular investee.
- (2) Gefion Canada Inc., through service agreements with third-parties, has access to OTC retail distribution channels for all 50 states in the US. Its products contain hemp extracts with CBD with 0.3% or less THC which are sold throughout the US pursuant to the recently enacted 2018 Farm Act.
- (3) In Q4 2017, the Company signed an agreement with Herbiculture Inc. to finance the start-up costs of establishing a medical marijuana dispensary located in Maryland. The financing is structured as a USD \$655,000 senior secured promissory note bearing interest at 10% with a 3-year term. On February 12, 2018, Herbiculture received a marijuana processor license from the MMCC to commence dispensary operations. On Herbiculture's receipt of the processor license, Quinsam was granted a right to a 35% interest of Herbiculture's common shares. While Quinsam had provided the above-noted financing to fund the necessary costs to complete the establishment of Herbiculture's dispensary business, its industry involvement in Herbiculture is considered indirect. While Quinsam has a non-controlling investment in Herbiculture through the right to a 35% equity interest, Quinsam has not exercised this right in question, and does not expect to trigger it in the future. Besides the financing, Quinsam had not provided any goods or services to Herbiculture.
- (4) OG DNA Genetics Inc. has entered into various licensing agreements with cannabis producers in ten (10) distinct jurisdictions, including Canada, and States such as Nevada, Pennsylvania, and Michigan, to name a few. For confidentiality reasons, some states cannot be named.

As at December 31, 2018, the Company held the following investments in the cannabis sector:

| Investees                            | Investments relationship | Investments type                          | Jurisdiction                                      | Industry involvement <sup>(1)</sup> | Cost      | Fair value | Company's ownership % |
|--------------------------------------|--------------------------|---|---|-------------------------------------|-----------|------------|-----------------------|
|                                      |                          |   |   |                                     | \$        | \$         |                       |
| 48North Cannabis Corp.               | Publicly-listed          | Warrants                                  | Canada  | N/A                                 | -         | 19,205     | Under 10%             |
| Abacus Health Products Inc.          | Private                  | Shares                                    | US (Colorado, Kentucky, Oregon)                   | Indirect                            | 403,500   | 409,260    | Under 10%             |
| Acreage Holdings Inc.                | Publicly-listed          | Shares                                    | US (Various states) <sup>(2)</sup>                | Indirect                            | 1,275,315 | 3,732,451  | Under 10%             |
| Aldershot Resources Ltd.             | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 68,162    | 50,000     | Under 10%             |
| Algae Dynamics Corp.                 | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 200,000   | 86,257     | Under 10%             |
| ALQ Gold Corporation                 | Private                  | Shares & warrants                         | Canada  | N/A                                 | 405,000   | 738,002    | Under 10%             |
| Ancient Strains Limited              | Private                  | Shares & warrants                         | Uruguay   | N/A                                 | 400,000   | 303,712    | Under 10%             |
| Asterion Cannabis Inc.               | Private                  | Shares & warrants                         | Canada, Australia                                 | N/A                                 | 400,000   | 389,146    | Under 10%             |
| Aura Health Inc.                     | Publicly-listed          | Shares, convertible debentures & warrants | Israel, US (Arizona, Florida, Nevada)             | Indirect                            | 376,500   | 376,099    | Under 10%             |
| Ballistic Capital Corp.              | Private                  | Shares                                    | US (Oregon)                                       | Indirect                            | 390,000   | 299,520    | Under 10%             |
| Blackshire Capital Corp.             | Private                  | Shares & warrants                         | US (Washington, Arizona, Massachusetts)           | Indirect                            | 385,000   | 368,188    | Under 10%             |
| Braingrid Limited                    | Publicly-listed          | Shares & warrants                         | Canada  | N/A                                 | 250,000   | 246,510    | Under 10%             |
| Brantford (2 <sup>nd</sup> Mortgage) | Private                  | Loans                                     | Canada  | N/A                                 | 1,200,000 | 1,200,000  | Under 10%             |
| Canada House Wellness Group Inc.     | Publicly-listed          | Shares, convertible debentures & warrants | Canada  | N/A                                 | 314,915   | 275,581    | Under 10%             |
| Canivate Growing Systems Ltd.        | Private                  | Shares & warrants                         | Canada  | N/A                                 | 245,000   | 251,128    | Under 10%             |
| Cannabis One                         | Private                  | Shares & warrants                         | US (Colorado)                                     | Indirect                            | 341,550   | 401,942    | Under 10%             |
| Cannabis OneFive Inc.                | Private                  | Shares                                    | Canada  | N/A                                 | 150,000   | 150,000    | Under 10%             |
| Cannaverse Inc.                      | Private                  | Shares                                    | Canada  | N/A                                 | 350,000   | 387,500    | Under 10%             |
| CannAmerica Brands Corp.             | Publicly-listed          | Shares                                    | US (Colorado, Nevada, Maryland)                   | Indirect                            | 495,000   | 1,171,500  | Under 10%             |
| Cannex Capital Group Inc.            | Publicly-listed          | Warrants                                  | US (Washington)                                   | Indirect                            | 79,733    | 55,562     | Under 10%             |
| Captor Capital Corp.                 | Publicly-listed          | Shares & warrants                         | Canada, US (California, Washington)               | Indirect                            | 150,000   | 91,105     | Under 10%             |
| City View Green                      | Private                  | Shares                                    | Canada  | N/A                                 | 250,000   | 4,750,001  | Under 10%             |
| CLS Holdings USA Inc.                | Publicly-listed          | Convertible debentures                    | US (Nevada)                                       | Indirect                            | 533,840   | 625,319    | Under 10%             |
| Critical CO2 Separation Inc.         | Private                  | Special warrants                          | Canada  | N/A                                 | 375,000   | 375,000    | Under 10%             |
| Empower Clinics Inc.                 | Publicly-listed          | Shares, convertible debentures & warrants | US (Oregon, Washington, Illinois)                 | Indirect                            | 584,040   | 318,805    | Under 10%             |
| Eve & Co Inc.                        | Publicly-listed          | Shares                                    | Canada  | N/A                                 | 251,074   | 226,680    | Under 10%             |
| Evergreen Reinsurance                | Private                  | Shares                                    | Canada  | N/A                                 | 325,000   | 1,833,334  | Under 10%             |
| Evio Inc.                            | Publicly-listed          | Convertible debentures & warrants         | US (Colorado, California, Oregon, Florida, Maine) | Indirect                            | 556,850   | 330,087    | Under 10%             |
| FLRish, Inc. (Harborside)            | Private                  | Shares                                    | US (California)                                   | Indirect                            | 1,857,750 | 1,991,500  | Under 10%             |
| Gefion Canada Inc.                   | Private                  | Shares                                    | Canada, US <sup>(3)</sup>                         | N/A                                 | 300,000   | 300,000    | Under 10%             |
| Georgian Bay Biomed Inc.             | Private                  | Shares                                    | Canada  | N/A                                 | 263,808   | 337,200    | Under 10%             |
| Green Stripe Naturals Ltd.           | Private                  | Shares & warrants                         | Jamaica   | N/A                                 | 640,000   | 1,140,000  | Under 10%             |
| Greentec Holdings Ltd.               | Publicly-listed          | Warrants                                  | Canada  | N/A                                 | 60,037    | 3,573      | Under 10%             |
| Green Tree International Inc.        | Private                  | Convertible debentures                    | Canada  | N/A                                 | 526,280   | 611,567    | Under 10%             |
| Grown Rogue International Inc.       | Publicly-listed          | Shares & warrants                         | US (Oregon)                                       | Indirect                            | 431,986   | 478,144    | Under 10%             |

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|                                     |                 |   |   |          |                   |                   |                                      |
|-------------------------------------|-----------------|---|---|----------|-------------------|-------------------|--------------------------------------|
| Guelph (2 <sup>nd</sup> Mortgage)   | Private         | Loans   | Canada  | N/A      | 1,500,000         | 1,500,000         | 15% <sup>(4)</sup>                   |
| Halo Labs Inc.                      | Publicly-listed | Shares & warrants                                 | US (Oregon, California, Nevada)                       | Indirect | 644,847           | 603,483           | Under 10%                            |
| Hemp Hydrate Int'l Holdings Inc.    | Private         | Shares & warrants                                 | Canada  | N/A      | 525,000           | 1,182,969         | Under 10%                            |
| Herbiculture Inc.                   | Private         | Loans   | US (Maryland)   | Indirect | 831,480           | 897,172           | Right to 35% interest <sup>(5)</sup> |
| High Hampton Holdings Corp.         | Publicly-listed | Shares & warrants                                 | US (California)                                       | Indirect | 363,618           | 154,951           | Under 10%                            |
| Hystyle Brands Inc.                 | Private         | Convertible debentures & warrants                 | Canada  | N/A      | 100,000           | 106,465           | Under 10%                            |
| I.M.C. Holdings Ltd.                | Private         | Shares & warrants                                 | Israel  | N/A      | 445,000           | 429,313           | Under 10%                            |
| Icon Exploration Inc.               | Publicly-listed | Shares  | Canada  | N/A      | 96,875            | 384,375           | Under 10%                            |
| Indiva Ltd.                         | Publicly-listed | Shares & warrants                                 | Canada  | N/A      | 282,158           | 150,355           | Under 10%                            |
| King and Pegahmagabow Inc.          | Private         | Convertible debentures                            | Canada  | N/A      | 1,000,000         | 1,006,304         | Under 10%                            |
| Lineage Grow Company Ltd.           | Publicly-listed | Shares & warrants                                 | US (California, Oregon)                               | Indirect | 307,600           | 265,468           | Under 10%                            |
| Med. Compassion Canni Farms Inc.    | Private         | Loans   | Canada  | N/A      | 500,000           | 500,000           | Under 10%                            |
| Mercio Payments Inc.                | Private         | Shares  | Canada  | N/A      | 150,000           | 51,196            | Under 10%                            |
| MVC Technologies Inc.               | Private         | Shares & warrants                                 | Canada  | N/A      | 440,000           | 488,279           | Under 10%                            |
| Next Green Wave Holdings Inc.       | Private         | Warrants  | US (California)                                       | Indirect | 63,785            | 32,093            | Under 10%                            |
| Nutritional High International Inc. | Publicly-listed | Convertible debentures & warrants                 | US (Colorado, California, Washington, Nevada, Oregon) | Indirect | 750,000           | 629,671           | Under 10%                            |
| OG DNA Genetics Inc.                | Private         | Shares & warrants                                 | US (California)                                       | Indirect | 200,000           | 596,042           | Under 10%                            |
| Osoyoos Cannabis Inc.               | Private         | Shares, convertible debentures & warrants         | Canada  | N/A      | 513,125           | 1,342,539         | Under 10%                            |
| Phoenix Extractions Inc.            | Private         | Convertible debentures & warrants                 | US (Arizona)  | Indirect | 330,125           | 431,117           | Under 10%                            |
| Phytopharma International Ltd.      | Private         | Convertible debentures                            | Israel  | N/A      | 400,000           | 384,600           | Under 10%                            |
| Platinex Inc.                       | Publicly-listed | Shares  | US (Oregon)   | Indirect | 11,480            | 5,821             | Under 10%                            |
| Pure Global Cannabis Inc.           | Publicly-listed | Convertible debentures & warrants                 | Canada  | N/A      | 350,000           | 309,660           | Under 10%                            |
| Rocky Mountain Marijuana Inc.       | Publicly-listed | Shares  | Canada  | N/A      | 671,250           | 938,025           | Under 10%                            |
| Segra International Corp.           | Private         | Shares & warrants                                 | Canada  | N/A      | 400,000           | 545,675           | Under 10%                            |
| Sproutly Inc.                       | Publicly-listed | Shares, special warrants & convertible debentures | Canada  | N/A      | 943,799           | 1,487,550         | Under 10%                            |
| Theracann Int'l Benchmark Corp.     | Private         | Convertible debentures & warrants                 | Panama  | N/A      | 300,000           | 375,149           | Under 10%                            |
| Therma Bright Inc.                  | Publicly-listed | Shares & convertible debentures                   | Canada  | N/A      | 250,000           | 162,371           | Under 10%                            |
| Western Canadian Cannabis Stores    | Private         | Shares  | Canada  | N/A      | 57,143            | 57,143            | Under 10%                            |
| Westleaf Cannabis Inc.              | Private         | Shares & warrants                                 | Canada  | N/A      | 500,000           | 500,000           | Under 10%                            |
| Xanthic Biopharma Limited           | Publicly-listed | Warrants  | US (California, Washington)                           | Indirect | 13,598            | 61,994            | Under 10%                            |
| Xtraction Services                  | Private         | Convertible debentures                            | US (Florida)  | Indirect | 514,440           | 444,239           | Under 10%                            |
|                                     |                 |   |   |          | <b>28,290,663</b> | <b>40,347,896</b> |                                      |

- (1) Industry involvement refers to Quinsam's involvement in regard to the Investees with marijuana-related activities in the US. For greater clarity per the Staff Notice, Investees classified as "Indirect" in this column generally represents entities with a license to either cultivate and/or sell marijuana in the US, and for which Quinsam has an equity or "convertible-into-equity" stake in that particular investee.
- (2) Acreage Holdings Inc. manages a portfolio of investments in cultivation, processing and dispensary operations across 18 different states in the US as follows: Arizona, California, Colorado, Connecticut, Florida, Illinois, Iowa, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Nevada, North Dakota, Oregon, Pennsylvania, Washington.
- (3) Gefion Canada Inc., through service agreements with third-parties, has access to OTC retail distribution channels for all 50 states in the US. Its products contain hemp extracts with CBD with 0.3% or less THC which are sold throughout the US pursuant to the recently enacted 2018 Farm Act.
- (4) On June 6, 2018, the Company closed a transaction with MCCI and the Buildingco to provide financing for a late-stage ACMPR applicant. The Company advanced a \$1.5 million loan for a period of 12 months at an interest rate of 12%. The loan is secured by a mortgage on a 54,000 sq. ft. building in Guelph, Ontario on a 2.75-acre lot. Security also includes an assignment of leases, personal guarantees and general security agreements. The loan is subordinate to other indebtedness. If MCCI or the Licenseco proposes to issue any securities, Quinsam shall have a first right of refusal to purchase 15% of the offered securities before such securities are offered to other persons.
- (5) In Q4 2017, the Company signed an agreement with Herbiculture Inc. to finance the start-up costs of establishing a medical marijuana dispensary located in Maryland. The financing is structured as a USD \$655,000 senior secured promissory note bearing interest at 10% with a 3-year term. On February 12, 2018, Herbiculture received a marijuana processor license from the MMCC to commence dispensary operations. On Herbiculture's receipt of the processor license, Quinsam was granted a right to a 35% interest of Herbiculture's common shares. While Quinsam had provided the above-noted financing to fund the necessary costs to complete the establishment of Herbiculture's dispensary business, its industry involvement in Herbiculture is considered indirect. While Quinsam has a non-controlling investment in Herbiculture through the right to a 35% equity interest, Quinsam has not exercised this right in question, and does not expect to trigger it in the future. Besides the financing, Quinsam had not provided any goods or services to Herbiculture.

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

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The Company's financial position for US cannabis-related activities is strictly comprised of its investment portfolio. The following is a summary of the Investees from the cannabis sector, including those having US cannabis-related activities, as at December 31, 2019 and 2018:

| <i>December 31, 2019</i> |                   | All cannabis investments |                   | Investees involved in US cannabis activities |    |
|--------------------------|-------------------|--------------------------|-------------------|--|----|
| By type                  | Cost              | Fair value               | Cost              | Fair value                                   |    |
|                          | \$                | \$                       | \$                | \$   | \$ |
| Equities                 | 15,828,444        | 16,017,984               | 4,285,757         | 1,529,027                                    |    |
| Warrants                 | 2,840,166         | 1,476,778                | 1,178,038         | 250,257                                      |    |
| Convertible debentures   | 8,226,938         | 7,739,350                | 4,056,572         | 3,606,710                                    |    |
| Loans                    | 5,031,480         | 5,054,161                | 831,480           | 854,161                                      |    |
| <b>Total</b>             | <b>31,927,028</b> | <b>30,288,273</b>        | <b>10,351,847</b> | <b>6,240,155</b>                             |    |
| By ownership percentage  | Cost              | Fair value               | Cost              | Fair value                                   |    |
|                          | \$                | \$                       | \$                | \$   | \$ |
| Under 10% ownership      | 31,927,028        | 30,288,273               | 10,351,847        | 6,240,155                                    |    |
| Over 10% ownership       | -                 | -                        | -                 | -  |    |
| <b>Total</b>             | <b>31,927,028</b> | <b>30,288,273</b>        | <b>10,351,847</b> | <b>6,240,155</b>                             |    |

| <i>December 31, 2018</i> |                   | All cannabis investments |                   | Investees involved in US cannabis activities |    |
|--------------------------|-------------------|--------------------------|-------------------|--|----|
| By type                  | Cost              | Fair value               | Cost              | Fair value                                   |    |
|                          | \$                | \$                       | \$                | \$   | \$ |
| Equities                 | 15,104,330        | 26,807,830               | 6,918,970         | 9,810,655                                    |    |
| Warrants                 | 2,658,179         | 2,247,700                | 1,083,934         | 719,031                                      |    |
| Convertible debentures   | 6,496,674         | 7,195,195                | 3,157,653         | 3,048,635                                    |    |
| Loans                    | 4,031,480         | 4,097,171                | 831,480           | 897,171                                      |    |
| <b>Total</b>             | <b>26,290,663</b> | <b>40,347,896</b>        | <b>11,992,037</b> | <b>14,475,492</b>                            |    |
| By ownership percentage  | Cost              | Fair value               | Cost              | Fair value                                   |    |
|                          | \$                | \$                       | \$                | \$   | \$ |
| Under 10% ownership      | 24,540,663        | 34,097,895               | 11,992,037        | 14,475,492                                   |    |
| Over 10% ownership       | 1,750,000         | 6,250,001                | -                 | -  |    |
| <b>Total</b>             | <b>26,290,663</b> | <b>40,347,896</b>        | <b>11,992,037</b> | <b>14,475,492</b>                            |    |

The following is the summary of net investment revenues of the Investees from the cannabis sector, including those having US cannabis-related activities, for the years ended December 31, 2019 and 2018:

| <i>December 31, 2019</i> |   | All cannabis investments                                |   | Investees involved in US cannabis activities            |    |
|--------------------------|---|---|---|---|----|
| By type                  | Net realized gains (losses) on disposals of investments | Net changes in unrealized gains (losses) on investments | Net realized gains (losses) on disposals of investments | Net changes in unrealized gains (losses) on investments |    |
|                          | \$  | \$  | \$  | \$  | \$ |
| Equities                 | 105,973   | (8,854,568)   | (995,741)   | (1,765,671)   |    |
| Warrants                 | (741,110)   | (993,157)   | (153,118)   | (607,162)   |    |
| Convertible debentures   | -   | (1,731,921)   | -   | (792,226)   |    |
| <b>Total</b>             | <b>(635,137)</b>  | <b>(11,579,646)</b>                                     | <b>(1,148,859)</b>                                      | <b>(3,165,059)</b>                                      |    |

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| <u>December 31, 2018</u> | All cannabis investments                                |   | Investees involved in US cannabis activities            |   |
|--------------------------|---|---|---|---|
|                          | Net realized gains (losses) on disposals of investments | Net changes in unrealized gains (losses) on investments | Net realized gains (losses) on disposals of investments | Net changes in unrealized gains (losses) on investments |
| By type                  | \$  | \$  | \$  | \$  |
| Equities                 | 7,003,694   | 10,756,763  | 4,678,074   | 2,645,123   |
| Warrants                 | (138,457)   | (1,607,162)   | (10,285)  | (540,649)   |
| Convertible debentures   | 407,902   | (1,143,264)   | -   | (445,123)   |
| <b>Total</b>             | <b>7,273,139</b>  | <b>8,006,337</b>  | <b>4,667,789</b>  | <b>1,659,351</b>  |

**Regulatory Overview**

*US Federal Law*

While marijuana and marijuana-infused products are legal under the laws of several US States (with vastly differing restrictions), presently the concept of “medical marijuana” and “retail marijuana” do not exist under US federal law. The US *Federal Controlled Substances Act* (“FCSA”) classifies “marijuana” as a Schedule I drug. Under US federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the US, and a lack of safety for the use of the drug under medical supervision.

The US Supreme Court has ruled in a number of cases that the federal government does not violate the federal constitution by regulating and criminalizing cannabis, even for medical purposes. Therefore, federal law criminalizing the use of marijuana pre-empts state laws that legalizes its use for medicinal and adult-use purposes.

The US Department of Justice (the “DOJ”) has issued official guidance regarding marijuana enforcement in 2009, 2011, 2013, 2014 and 2018 in response to state laws that legalize medical and adult-use marijuana. In each instance, the DOJ has stated that it is committed to the enforcement of federal laws and regulations related to marijuana. However, the DOJ has also recognized that its investigative and prosecutorial resources are limited. As of January 4, 2018, the DOJ has rescinded all federal enforcement guidance specific to marijuana and has instead directed that federal prosecutors should follow the “Principles of Federal Prosecution” originally set forth in 1980 and subsequently refined over time in chapter 9-27.000 of the US Attorney’s Manual creating broader discretion for federal prosecutors to potentially prosecute state-legal medical and adult-use marijuana businesses even if they are not engaged in marijuana-related conduct enumerated by the Cole Memo, the memorandum dated August 29, 2013, as being an enforcement priority.

Prior to 2018 and in the Cole Memo, the DOJ acknowledged that certain US states had enacted laws relating to the use of marijuana and outlined the US federal government’s enforcement priorities with respect to marijuana notwithstanding the fact that certain states have legalized or decriminalized the use, sale, and manufacture of marijuana. The Cole Memo was addressed to “All United States Attorneys” from James M. Cole, Deputy Attorney General of the US, as may be supplemented or amended indicating that federal enforcement of the applicable federal laws against cannabis-related conduct should be focused on eight (8) priorities, which are to prevent:

- (1) Distribution of cannabis to minors.
- (2) Criminal enterprises, gangs and cartels from receiving revenue from the sale of cannabis.
- (3) Transfer of cannabis from States where it is legal to States where it is illegal.
- (4) Cannabis activity from being a pretext for trafficking of other illegal drugs or illegal activity.
- (5) Violence or use of firearms in cannabis cultivation and distribution.
- (6) Drugged driving and adverse public health consequences from cannabis use.
- (7) Growth of cannabis on federal lands; and
- (8) Cannabis possession or use on federal property.

On November 14, 2017, Jeff Sessions, then the US Attorney General, made a comment before the House Judiciary Committee about prosecutorial forbearance regarding state-licensed marijuana businesses. In his statement, Attorney General Sessions stated that the US federal government’s current policy is the same fundamentally as the Holder-Lynch policy, whereby states may legalize marijuana for its law enforcement purposes, but it remains illegal with regard to federal purposes.

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On January 4, 2018, the Cole Memo was rescinded by a one-page memo signed by Attorney General Sessions (the "Sessions Memorandum"). It is the Company's opinion that the Sessions Memorandum does not represent a significant policy shift as it does not alter the DOJ's discretion or ability to enforce federal marijuana laws rather just provides additional latitude to the DOJ to potentially prosecute state-legal marijuana businesses even if they are not engaged in marijuana-related conduct enumerated by the Cole Memo as being an enforcement priority. The result of the rescission of the Cole Memo is that federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions; however, discretion is still given to the federal prosecutor to weigh all relevant considerations of the crime, including the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community. No direction was given to federal prosecutors as to the priority they should ascribe to such activities, and resultantly it is uncertain how active federal prosecutors will be in relation to such activities.

Furthermore, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis is currently protected against enforcement by enacted legislation from US Congress in the form of the Rohrabacher-Blumenauer Amendment (as defined herein) which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding. See "US Enforcement Proceedings". Due to the ambiguity of the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. See "Risk Factors".

Even though the Cole Memo has been rescinded, the Company will continue to abide by its principles and prescriptions, as well as strictly following the regulations set forth by the current US federal enforcement guidelines and the states in which the Investees operate or have investments in.

On January 16, 2018, a bipartisan coalition of state Attorneys General ("AG") have issued a letter to Congressional leadership urging them to "advance legislation" to permit state-licensed marijuana businesses greater access to banking and other financial services. The letter is undersigned by the AGs from the states of Alaska, California, Colorado, Connecticut, Hawaii, Illinois, Iowa, Maine, Maryland, Massachusetts, New Mexico, New York, Oregon, Pennsylvania, Vermont, and Washington, as well as from the District of Columbia and the US Territory of Guam. With broad bipartisan support, the Secure and Fair Enforcement Act (the "SAFE Banking Act") was introduced for legislation regarding disposition of funds gained through the cannabis industry in the US.

On March 22, 2018, the House and Senate voted in favor of approving the Omnibus Spending Bill (the "Bill") and it was signed into law the following day by the President Trump. With the Bill's approval comes an extension of Rohrabacher-Leahy Amendment until September 2018, which is represented by Section 538 of the Bill. The Rohrabacher-Leahy Amendment prevents the DOJ from using federal funds in enforcing federal law relating to medical cannabis, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical marijuana. The amendment was first introduced in 2014 and has been reaffirmed annually since then. It should be noted that this amendment does not apply to adult-use marijuana.

On April 13, 2018, the Washington Post reported that President Trump and Colorado US Senator Cory Gardner reached an understanding that the marijuana industry in Colorado will not be the subject of interference from the federal government and that the DOJ's rescission of the Cole memo will not impact Colorado's legal marijuana industry. Furthermore, President Trump provided assurances that he will support a federalism-based legislative solution to fix the issue regarding of states' rights to regulate cannabis. The Company is pleased to see reports that President Trump has promised top Senate Republicans that he will support congressional efforts to protect states that have legalized marijuana. The Company is cautiously optimistic that it represents a clear and positive sign that the industry is shifting towards a climate where cannabis users and business can participate in the industry without fear of interference from the US federal government.

On November 7, 2018, Attorney General Sessions resigned after the US mid-term elections, both of which would potentially impact the US cannabis industry. From the mid-term elections, US voters delivered a split verdict for the US federal Congress, as the Democrats secured a majority in the US federal House of Representatives (the "House") while the Republicans expanded their majority in the US federal Senate (the "Senate"). With the Democrats taking back control of the House, it may prove to be a catalyst for the sector to reinforce the notion that cannabis in the US is getting closer to the path of eventual full legal status. While pro-cannabis legislation would still require passage by the Senate and enactment by the US federal executive branch of government, the path to legalization seems to have opened up with Mr. Sessions's departure. With divided

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congressional power, there will be opportunity for bipartisanship on a number of issues including the Strengthening the Tenth Amendment Through Entrusting States Act, S. 3032 ("STATES Act"), which would protect individuals working in cannabis sectors from federal prosecution. The STATES Act was introduced in June 2018 through bipartisan efforts initiated by Senator Gardner together with Massachusetts US Senator Elizabeth Warren. Senator Warren won re-election which suggests she will support the change to federal law regarding cannabis. In addition, constituents of the State of Michigan voted to legalize recreational marijuana, making Michigan the first State in the Midwest to do so and the 10<sup>th</sup> in the US overall demonstrating growing sentiment among Americans towards legalization. Voters in the States of Missouri and Utah also approved ballot measures legalizing cannabis for medical use, making their states the 31<sup>st</sup> and 32<sup>nd</sup> to do so.

On December 20, 2018, the 2018 Farm Bill was signed by President Trump, and it permanently removed hemp and hemp derivatives such as CBD from the purview of the FCSA. Prior to its enactment, the 2014 Farm Bill allowed industrial hemp to be cultivated under agricultural pilot programs conducted by State departments of agriculture and institutions of higher education. The Statement of Principles published by the USDA, the DEA and the FDA in 2016 confirmed that state departments of agriculture, and persons licensed, registered, or otherwise authorized by them to conduct research under an agricultural pilot program in accordance with the 2014 Farm Bill, or persons employed by or under a production contract or lease with them to conduct such research, may grow or cultivate industrial hemp as part of the agricultural pilot program.

On March 9, 2019, a bill to advance Secure and Fair Enforcement Act ("SAFE") Banking Act, a landmark bill that would provide safe harbor and guidance to financial institutions that work with legal cannabis businesses, was introduced in the House by Colorado federal congressperson Ed Perlmutter and was referred to the House Judiciary and Financial Services Committees. On March 28, 2019, the Financial Services Committee voted 45 to 15 to advance the bill to the full House. The bill had "broad bipartisan support", and there were 152 cosponsors at the time of the committee vote – over a third of the entire House.

On May 8, 2019, AGs of 33 states and five (5) territorial attorneys sent a letter to congressional leaders, urging them to enact the SAFE Banking Act or other legislation that would expand banking access for marijuana companies. The new letter, led by Colorado AG Phil Weiser, was joined by AGs from Alaska, Arizona, Arkansas, California, Connecticut, Delaware, the District of Columbia, Guam, Hawaii, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Nevada, New Jersey, New Mexico, New York, North Dakota, the Northern Mariana Islands, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, Utah, the US Virgin Islands, Vermont, Virginia, Washington, West Virginia and Wisconsin.

On June 20, 2019, the 2020 Appropriations Act was amended by a US Congress house floor vote (267-165) to include Amendment No. 17 (*Blumenauer (D-OR)*, *Norton (D-DC)*, *McClintock (R-CA)*), which expanded the previously-mentioned protective cannabis amendments to appropriations bills and which now specifically prohibits the DOJ from interfering with "state cannabis programs", which includes both medical and adult-use cannabis programs.

On July 10, 2019, the House Judiciary Subcommittee on Crime, Terrorism and Homeland Security gathered to debate marijuana reform, as lawmakers sought input on federal laws reform in a hearing titled "Marijuana Laws in America: Racial Justice and the Need for Reform." Numerous members of Congress had indicated their intention to loosen federal laws, and to even legalize marijuana. Despite the optimism, lawmakers did not appear to have a clear consensus on the best approach, such as whether to give states the right to legalize on their own, remove marijuana from Schedule 1 of the FCSA, legalize it or include promote social and racial equity in marijuana laws.

On September 23, 2019, AGs of 21 states sent another letter to congressional leaders, voicing support for a bipartisan bill that would shield state-legal marijuana programs from federal interference. The letter emphasizes that the STATES Act would enable cannabis businesses to access financial services, increasing transparency and mitigating risks associated with operating on a largely cash-only basis. This new letter, led by AG Karl Racine of the District of Columbia, was joined by AGs from Alaska, California, Colorado, Connecticut, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, New Mexico, New York, Nevada, Oregon, Pennsylvania, Rhode Island, Vermont and Washington State.

On September 25, 2019, the House voted in favor of the SAFE Banking Act. The historic vote was the first time that a standalone marijuana bill has come before the full House. The vote needed a two-thirds majority to pass and was supported by 321 votes in favor to 103 against.

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On November 21, 2019, the House Judiciary Committee voted 24 to 10 in favor of passing the Marijuana Opportunity Reinvestment and Expungement Bill of 2019. The bill would effectively put an end to cannabis prohibition in the US on the federal level by removing it from Schedule 1 of the FCSA, and past federal cannabis convictions would be expunged. Additionally, if fully passed, the law would allow the Small Business Administration to issue loans and grants to marijuana-related businesses and provide a green light for physicians in the Veterans Affairs system to prescribe medical cannabis to patients, as long as they abide by state-specific laws.

Although Jeff Sessions has long been replaced by President Trump with US Attorney General William Barr, there is still very little clarity as to how President Trump, or Attorney General Barr, will enforce federal law or how they will deal with states that have legalized medical or recreational marijuana. While bipartisan support is gaining traction on decriminalization and reform, there is no imminent timeline on any potential legislation. There is no guarantee that the current Presidential administration will not change its stated policy regarding the low-priority enforcement of US federal laws that conflict with state laws. Additionally, any new US federal government administration that follows could change this policy and decide to enforce the US federal law vigorously. **Any such change in the US federal government's enforcement of current US federal law could cause adverse financial impact and remain a significant risk to the Company and its Investees' businesses, which could in turn have an impact on the Company's investments portfolio.** See "Risk Factors".

#### *US Enforcement Proceedings*

The US Congress has passed appropriations bills each of the last three (3) years that included the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016 ("Rohrabacher-Blumenauer Amendment"), which by its terms does not appropriate any federal funds to the DOJ for the prosecution of medical cannabis offenses of individuals who are in compliance with state medical cannabis laws. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the "Rohrabacher-Leahy Amendment") and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the DOJ up and through the 2018 appropriations deadline of September 30, 2018. These protections were subsequently extended through December 7, 2018 as part of a short-term continuation of appropriations. Following the much-publicized shutdown of the US federal government, the Consolidated Appropriations Act of 2019 was signed into law on February 15, 2019 with the Joyce Amendment intact (Section 538).

On June 20, 2019, the House voted 267 to 165 to approve a broader amendment that, in addition to protecting state medical cannabis programs, also protected recreational use. On September 26, 2019, the Senate Appropriations Committee declined to take up the broader amendment but did approve the Rohrabacher-Farr Amendment for the 2020 fiscal year spending bill. On September 27, 2019, the amendment was renewed as part of a stopgap spending bill, in effect through November 21, 2019. On December 20, 2019, the amendment was renewed through the signing of the "Fiscal Year 2020 spending legislation", effective through to September 30, 2020.

US courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate US federal law, US courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with state law – could be prosecuted for violations of US federal law. If Congress restores funding, the US federal government will have the authority to prosecute individuals for violations of the law before it lacked funding under the FCSA's five-year statute of limitations.

#### *State-Level Overview*

Regulations differ significantly amongst the US states. Some states only permit the cultivation, processing and distribution of medical marijuana and marijuana-infused products. Some others may also permit the cultivation, processing, and distribution of marijuana for adult purposes and retail marijuana-infused products. The following sections present an overview of state-level regulatory conditions for the marijuana industry in which the Company's Investees have an operating presence:

#### Arizona

On November 2, 2010, Arizona passed legislation under Proposition 203 to legalize the use of medical marijuana under the "Arizona Medical Marijuana Act" ("AMMA"). The AMMA allows residents in the State with specific medical conditions to be treated with certain amounts of marijuana for personal use. The AMMA also appointed the Arizona Department of Health

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and Human Services (“ADHHS”) as the regulator for the program and authorized AZHHS to promulgate, adopt and enforce regulations for the AMMA. ADHHS Regulations are embodied in the Arizona Administrative Code Title 9 Chapter 17 (the “Rules”).

In order for an applicant to receive a Dispensary Registration Certificate (the “Certificate”) they must: (i) fill out an application proscribed by the ADHHS, (ii) submit the applying entity’s articles of incorporation and by-laws, (iii) submit fingerprints for each principal officer or board member of the applicant for a background check to exclude felonies, (iv) submit a business plan and policies and procedures for inventory control, security, patient education, and patient recordkeeping that are consistent with the AMMA and the Rules to ensure that the dispensary will operate in compliance and (v) designate an Arizona-licensed physician as the Medical Director for the dispensary. Certificates are renewed annually so long as the dispensary is in good standing with the AZDHS and pays the renewal fee and submits an independent third-party financial audit.

Once an applicant has been issued the Certificate, they are allowed to establish one (1) physical retail dispensary location, one (1) cultivation location which is co-located at the dispensary’s retail site (if allowed by local zoning) and one (1) additional off-site cultivation location. None of these sites can be operational, however, until the dispensary receives an approval to operate from the ADHHS for the applicable site. This approval to operate requires: (i) an application on the ADHHS form, (ii) demonstration of compliance with local zoning regulations, (iii) a site plan and floor plan for the applicable property, and (iv) an in-person inspection by the ADHHS of the applicable location to ensure compliance with the Rules and consistency with the dispensary’s applicable policies and procedures.

The ADHHS may revoke the Certificate if a dispensary does not: (i) comply with the requirements of the AMMA or the Rules, (ii) implement the policies and procedures or comply with the statements provided to the ADHHS with the dispensary’s application.

Following the issuance of the Sessions Memorandum, no public comments have been made by the Office of the Attorney General in Arizona. However, in October 2018, AG Mark Brnovich withdrew his office’s argument to the Arizona Supreme Court to declare hashish and extracts of marijuana illegal in all situations under the state’s medical marijuana law, fearing unintended consequences for patients.

On July 22, 2019, AG Brnovich indicated that he does not want Arizona voters to decide on adult-use marijuana legalization via ballot initiative, rather be in favor of seeing state lawmakers pass a law legalizing marijuana. He also noted that lawmakers should handle the issue because it is “far too complex to be left to a take-it-or-leave-it ballot measure,” “Generally speaking, as a matter of public policy, the public policy makers, i.e., the Legislature should step up and address issues so voters don’t have to do it via the initiative process.” Arizona Governor Doug Ducey, who vehemently opposes recreational marijuana, had also indicated that he likely would prefer having a Legislature-crafted recreational marijuana legalization law in Arizona than a voter-approved law. “Of course, I want to protect the will of the voters. But I also think we have a legislative process for a reason, and that’s to adjust and improve policy when we can.”

On August 9, 2019, it was reported that legalization advocates in Arizona had filed paperwork with the Arizona Secretary of State, so that the Arizona Marijuana Legalization Initiative may appear on the ballot in Arizona as an initiated state statute on November 3, 2020. The ballot initiative would legalize the possession, consumption, cultivation, and sale of marijuana for adults who are 21 years of age or older, provide for the immediate relief of prior charges for marijuana offenses, and allocate revenue from the sales tax on marijuana, which could not exceed the State’s general sales tax, to school districts, charter schools, and state healthcare programs. It would also make the ADHHS responsible for adopting rules to regulate marijuana, including the licensing of marijuana retail stores, cultivation facilities, and production facilities, provide local governments with the power to ban marijuana facilities and testing centers and give local control over elements of regulation, zoning, and licensing.

On September 26, 2019, the Arizona Dispensaries Association (“ADA”) filed a ballot initiative application called the “Smart and Safe Act”. For inclusion on the November 3, 2020 ballot, the initiative would first require 237,645 signatures from registered Arizona voters no later than July 2, 2020. As at the end of March 2020, the ADA had claimed to have collected over 300,000 signatures. Due to the COVID-19 pandemic, the campaign had currently suspended any further signature gathering efforts.

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To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Arizona.

#### California

In 1996, California was the first state to legalize medical marijuana through Proposition 215, the Compassionate Use Act of 1996. The City of Oakland was the first jurisdiction to license commercial cannabis activities in the US. This legalized the use, possession and cultivation of medical marijuana by patients with a physician recommendation for treatment of cancer, anorexia, AIDS, chronic pain, spasticity, glaucoma, arthritis, migraine, or any other illness for which marijuana provides relief. However, there was no state licensing authority to oversee businesses that emerged.

In September of 2015, the California legislature passed three (3) bills collectively known as the "Medical Cannabis Regulation and Safety Act" ("MCRSA"). The MCRSA establishes a licensing and regulatory framework for medical marijuana businesses in California. The system has multiple license types for dispensaries, infused products manufacturers, cultivation facilities, testing laboratories, transportation companies, and distributors. Edible infused product manufacturers will require either volatile solvent or non-volatile solvent manufacturing licenses depending on their specific extraction methodology. Multiple agencies will oversee different aspects of the program and businesses will require a State license and local approval to operate.

On November 8, 2016, California voted to approve the "Adult Use of Marijuana Act" ("AUMA") to tax and regulate for all adults 21 years of age and older.

On June 27, 2017, California State Legislature passed Senate Bill 94, known as the "Medicinal and Adult-Use Cannabis Regulation and Safety Act" ("MAUCRSA"), which amalgamates the MCRSA and AUMA frameworks to provide a set of regulations to govern medical and adult-use licensing regime for cannabis businesses in California. On November 16, 2017, the State government introduced the emergency regulations, which shall be governed by the California Bureau of Cannabis Control (the "BCC"), the California Department of Public Health and the California Department of Food and Agriculture, which provide further clarity on the regulatory framework that will govern cannabis businesses. The regulations build on the regulations provided by MCRSA and AUMA, and also specify that the businesses will need to comply with the local law in order to also comply with the state regulations. On January 1, 2018, the new state regulations took effect as California moved to full adult-use state legalization for cannabis products.

To operate legally a medical or adult-use cannabis business in California, cannabis operators must obtain a state license and local approval. Local authorization is a prerequisite to obtaining the state license, and local governments are permitted to prohibit or otherwise regulate the types and number of cannabis businesses allowed in their locality. The state license approval process is not competitive and there is no limit on the number of State licenses an entity may hold. Although vertical integration across multiple license types is allowed under the MAUCRSA, testing laboratory licensees may not hold any other licenses aside from a laboratory license. There are no residency requirements for ownership under the MAUCRSA.

In California, two (2) state leaders had issued statements signaling intent to defend the State's voter-approved law legalizing recreational marijuana, in response to the Sessions Memorandum. California AG Xavier Becerra has stated publicly, "In California, we decided it was best to regulate, not criminalize, cannabis," "We intend to vigorously enforce our state's laws and protect our state's interests." The BCC's Chief Executive Lori Ajax also stated, "We'll continue to move forward with the state's regulatory processes covering both medicinal and adult-use cannabis consistent with the will of California's voters, while defending our state's laws to the fullest extent."

On May 29, 2018, federal and state authorities announced a joint effort to target illegal cannabis grows, with \$2.5 million in federal money backing the effort. McGregor Scott, US Attorney for the Eastern District of California, said he will prioritize illegal cannabis rather than going after the legal recreational marijuana market even though US federal law bans marijuana. He stated, "The reality of the situation is there is so much black-market marijuana in California that we could use all of our resources going after just the black market and never get there," "So for right now, our priorities are to focus on what have been historically our federal law enforcement priorities: interstate trafficking, organized crime, and the federal public lands."

In March 2019, lawmakers in California had proposed Senate Bill 51, which is designed to help cannabis businesses that have been shut out from the traditional banking system. Cannabis businesses has dealt predominantly in cash due to continued federal banking restrictions that make it nearly impossible for them to have bank accounts with federally chartered financial institutions. There had also been efforts underway at the federal level to pass legislation that would allow banks to serve

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cannabis-related businesses without the risk of being prosecuted. The proposed measure would allow private banks or credit unions to apply for a limited-purpose state charter so they can provide depository services to licensed cannabis businesses. California's legal marijuana industry is struggling to compete with the black market and is facing challenges that include banking access and high taxes.

On August 6, 2019, the California Department of Justice released the "Guidelines for the Security and Non-Diversion of Cannabis Grown for Medicinal Use" to clarify the state's laws governing medicinal cannabis, specifically those related to the enforcement, transportation, and use of medicinal cannabis. The Guidelines come after significant changes in state law on recreational cannabis use. The revised Guidelines include:

- (1) A summary of applicable laws.
- (2) Guidelines regarding individual qualified patients and primary caregivers.
- (3) Best practices for the recommendation of cannabis for medical purposes.
- (4) Enforcement guidelines for state and local law enforcement agencies; and
- (5) Guidance regarding collectives and cooperatives.

On September 23, 2019, AG Becerra was among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. "It's time for our federal laws relating to cannabis to enter the 21st century. A large majority of states have now legalized the use of marijuana in some form. But federal inaction has accelerated concerns about public safety, uncertainty and disruptions to licensed businesses, and ultimately the respect for states' rights," said AG Becerra. "The STATES Act is a promising step in the right direction that would safeguard licensed businesses that play by the rules in what has become a more than \$8 billion industry. We call on Congress to pass legislation to bring certainty to states and territories that regulate an established and growing cannabis industry in America."

On October 12, 2019, California Governor Gavin Newsom signed several cannabis-related bills that, among other things, are designed to bolster minority participation in the industry, ensure labor peace and institute a vaporizer cartridge labeling requirement, and including one (1) that will let legal businesses take advantage of more tax deductions, but he also vetoed another measure that would have allowed some patients to use medical cannabis in health care facilities. A summary of the cannabis bills enacted into law include:

- (1) Senate Bill 595 requires the State to implement a program by January 1, 2021, that defers or waives license application and licensing or renewal fees for qualified "needs-based" applicants. This is a social equity provision to boost minority participation in the industry.
- (2) Assembly Bill 1529 requires adding a universal symbol no smaller than a quarter-inch-by-quarter-inch on all cannabis vaporizer cartridges. The symbol must be engraved, affixed with a sticker or printed in black or white.
- (3) Assembly Bill 1291 strengthens an existing provision for marijuana businesses by requiring applicants with 20 or more employees to provide a notarized statement that they will enter into and abide by the terms of a labor peace agreement.
- (4) Assembly Bill 858 clarifies some requirements for "specialty cottage" growers with a maximum 2,500 sq. ft. of canopy.
- (5) Senate Bill 34 allows marijuana retailers to provide free products to medical patients that meet certain criteria. Such was a common industry practice until new regulations went into effect in 2018.

Governor Newsom also signed Assembly Bill AB 37, that allows cannabis business owners to deduct business expenses at the state level, something that remains illegal federally.

On January 10, 2020, Governor Newsom also unveiled his annual budget proposal which contains several provisions aimed at simplifying and streamlining regulations for the marijuana industry. The biggest proposed change concerns the State's cannabis licensing system, which would consolidate into The Department of Cannabis Control, rather than the three that are currently in charge of approving marijuana businesses. "Establishment of a standalone department with an enforcement arm will centralize and align critical areas to build a successful legal cannabis market, by creating a single point of contact for cannabis licensees and local governments," the administration said in a summary. The proposals are not yet final, and the administration is scheduled to post changes in May 2020, with the final budget expected to be enacted in the summer of 2020.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of California.

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Colorado

On November 6, 2012, Colorado Amendment 64 was passed to amend Colorado's constitution, subsequently enacted as Article 18, section 16 of the Colorado constitution, addressing "personal use and regulation of marijuana" for adults 21 and over, as well as commercial cultivation, manufacture, and sale, effectively regulating cannabis in a manner similar to alcohol. Pursuant to the Retail Code adopted in April 2017, by the State of Colorado, licensed operators are subject to residency requirements. Medical and retail marijuana programs in the State are regulated by the Marijuana Enforcement Division of the Department of Revenue.

Businesses must be licensed to operate a retail marijuana establishment including, retail marijuana stores; retail marijuana products manufacturers; retail marijuana cultivation facilities; retail marijuana testing facilities; retail marijuana transporters; and retail marijuana business operators. The State licensing authority must act on applications within 45 to 90 days after receipt. A license applicant must undergo a criminal background check and a license can be denied based on certain previous criminal convictions. All officers, managers, and employees of a retail marijuana business must be residents of Colorado, and all owners must be residents of Colorado for at least two (2) years prior to applying for licensure.

In response to the Sessions Memorandum, former Colorado AG Cynthia Coffman had publicly stated that she will defend the State's marijuana legalization law, while she expects that "the federal government is going to continue its focus on enforcement efforts to combat the grey and black markets."

On April 16, 2019, Jason Dunn, Colorado's new US Attorney, had stated that he agrees with the Trump Administration's decision in 2018 to rescind an Obama-era directive that largely took a hands-off approach to enforcement in states that legalized marijuana. Dunn noted that he believes in the tenets of the Cole Memo, but that his concerns are with the state-federal conflict it created. "I think the problem with the Cole Memo was sort of what was implied," "It essentially was saying, 'If you're not doing one of these things and you're lawfully operating under state law, the DOJ policy is that we will not come after you.' I think what Attorney General Sessions' point was, and I agree with, is that we as law enforcement should never be saying, 'We won't enforce the law,' especially when it comes to criminal activity."

Members of Colorado's legal cannabis industry had since been interviewed and had indicated that they are not overly concerned by Attorney Dunn's stance and feel confident that as long as they stay within the bounds of state law, they won't see any changes.

In May 2019, AG Weiser led a coalition of fellow AGs in urging Congress to legalize banking for the marijuana industry. AG Weiser's is the first signature on a May 8, 2019 letter sent to leaders in both the House and Senate from AGs of 38 states and territories, all pleading their case that financial services should be provided to the legal marijuana businesses in their respective jurisdictions. "I am proud that Colorado is at the forefront in calling on our federal government to provide legitimate marijuana businesses with access to the banking system," he said in a statement. "For too long, the status quo has pushed legitimate businesses outside the banking system and into cash-dependent models, creating a lucrative target for violent and white-collar crime. This is a public safety issue. We are especially heartened that Colorado's view is now the official policy of the National Associations of Attorneys General, an unprecedented milestone. "The message from the states' top law enforcement offices is loud, clear, and bipartisan: Congress must act to allow legitimate marijuana businesses to access banking services."

As one of the first states to legalize recreational cannabis, Colorado has continued to advocate for the legalization of marijuana delivery services. On May 29, 2019, Colorado Governor Jared Polis signed House Bill 1234, to legalize marijuana delivery services in Colorado as long as local municipalities approve. The bill creates marijuana delivery permits for licensed medical marijuana centers and transporters and licensed retail marijuana stores and transporters that allow the centers, stores, and transporters to deliver medical marijuana, medical marijuana-infused products, retail marijuana, and retail marijuana products to customers. The bill gives the state licensing authority rule-making authority over the permit and delivery system. Medical marijuana delivery permitting begins January 2, 2020, and retail marijuana delivery permitting begins January 2, 2021. Governor Polis pointed at the passing of legislation by saying, "We just passed the enabling legislation around that, beginning with medical marijuana and then moving to full regulated sale of marijuana so people exercise – in our state, it's a constitutional right to use marijuana in their home – [that right] without the risk of them using it somewhere else and driving. We're really looking at a wide variety of tactics to decrease that risk." The first permit was issued in March 2020.

On September 23, 2019, AG Weiser was among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

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“We are a bipartisan group of state and territorial attorneys general who share a strong interest in defending states’ rights, protecting public safety, improving our criminal justice systems, and regulating new industries appropriately,” said AG Weiser. “Legislation like the proposed STATES Act is simply meant to ensure that if a state or territory does choose to legalize some form of marijuana use – which at least 33 states and several territories have done – its residents are not subject to a confusing and dangerous regulatory limbo.”

To the knowledge of the Company’s management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Colorado.

Florida

In 2016, Florida voters passed a constitutional amendment known as the “Florida Medical Marijuana Legalization Initiative” (“Amendment 2”). Amendment 2 came into effect on January 3, 2017, and legalized medical marijuana for individuals with specific debilitating diseases or comparable debilitating conditions as determined by a licensed state physician. Amendment 2 protects qualifying patients, caregivers, physicians, and medical marijuana dispensaries and their staff from criminal prosecutions or civil sanctions under Florida laws.

The State of Florida Statutes 381.986(8)(a) provides a regulatory framework that requires licensed producers, which are statutorily defined as “Medical Marijuana Treatment Centers” (“MMTC”), to both cultivate, process and dispense medical cannabis in a vertically integrated marketplace.

Applicants must demonstrate (and licensed MMTCs must maintain) that: (i) they have been registered to do business in the State of Florida for the previous five (5) years, (ii) they possess a valid certificate of registration issued by the Florida Department of Agriculture (“Florida DOA”), (iii) they have the technical and technological ability to cultivate and produce cannabis, including, but not limited to, low-THC cannabis, (iv) they have the ability to secure the premises, resources, and personnel necessary to operate as an MMTC, (v) they have the ability to maintain accountability of all raw materials, finished products, and any byproducts to prevent diversion or unlawful access to or possession of these substances, (vi) they have an infrastructure reasonably located to dispense cannabis to registered qualified patients statewide or regionally as determined by the Florida DOA, (vii) they have the financial ability to maintain operations for the duration of the 2-year approval cycle, including the provision of certified financial statements to the department, (viii) all owners, officers, board members and managers have passed a Level II background screening, inclusive of fingerprinting, and ensure that a medical director is employed to supervise the activities of the MMTC, and (ix) they have a diversity plan and veterans plan accompanied by a contractual process for establishing business relationships with veterans and minority contractors and/or employees. Upon approval of the application by the Florida DOA, the applicant must post a performance bond of up to USD \$5 million, which may be reduced by meeting certain criteria.

While residents of Florida overwhelmingly voted in favor of a constitutional amendment to allow medical marijuana in 2016, then Florida Governor Rick Scott signed a law in 2017 that banned marijuana smoking in all forms. The ban was overturned on March 18, 2019, when Governor Ron DeSantis signed legislation to repeal it. Shortly after Governor DeSantis took office in January 2018, he called on the Florida legislature to send a bill to his desk that would legalize medical marijuana. The enacted law allows patients to receive 2.5 ounces of whole flower cannabis every 35 days. Patients younger than 18 can smoke medical marijuana if they have a terminal condition and get a second opinion from a pediatrician.

Legalizing recreational marijuana in Florida will likely be on the ballot in upcoming elections, according to Florida Senator Jeff Brandes, who co-sponsored the medical marijuana legislation back in 2016. “I think the likelihood that it passes is pretty good in 2022 or 2024, and we should prepare for its passage” said Senator Brandes.

The Florida Marijuana Legalization Initiative (#16-02) may appear on the ballot in Florida as an initiated constitutional amendment on November 3, 2020. The amendment was designed to legalize possession of up to one (1) ounce of marijuana by residents at least 21 years old. Residents would also be allowed to cultivate up to six (6) plants per household, but only three (3) or fewer plants could be mature or flowering. The plants would need to be grown in “an enclosed, locked space,” and users would not be permitted to sell the plants they grow. Under the amendment, marijuana would be treated like alcohol and would be prohibited for residents under 21 years of age, consumers would need to show proof of age before purchasing marijuana from retail facilities, and it would be illegal for anyone to drive while impaired or under the influence of marijuana. The amendment also outlines regulations for marijuana cultivation, retail marijuana sales, and manufacturing marijuana products.

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On September 12, 2019, AG Ashley Moody challenged the proposed ballot initiative for the 2020 election that seeks to legalize marijuana for recreational use in Florida. AG Moody had stated that the 10-page constitutional amendment is misleading to voters because it is too long and cannot be adequately summarized. "There is no way 10 pages of the law can be summarized clearly in 75 words or less and would adequately convey to the voters what exactly they will be voting on," "That is why I will ask the Florida Supreme Court to seriously consider the sheer length and ambiguous language chosen by the sponsor when reviewing the legality of this proposed initiative."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Florida.

Illinois

On August 1, 2013, the Illinois General Assembly ("IGA") passed the "Compassionate Use of Medical Cannabis Pilot Program Act (Illinois)" ("CUMCPPA"), which legalized medical marijuana in Illinois with the legislation taking effect on January 1, 2014. The CUMCPPA establishes a patient registry program, protects registered qualifying patients and registered designated caregivers from "arrest, prosecution, or denial of any right or privilege" and allows for the registration of cultivation centers and dispensing organizations. The statute that sets out the regulations for dispensaries is: Title 68; Chapter VII; Subchapter b of the Illinois Administrative Code, titled "Rules for Administration of The Compassionate Use of Medical Cannabis Pilot Program" ("IDFPR Rules"). IDFPR Rules impose a number of restrictions on the affairs of the Dispensary, including rules pertaining to changes in ownership structure, addition of new dispensary agents and principal officers, entry into management agreements, bonding rules, changing the location of dispensary and setting the criteria for annual renewals. On March 22, 2017, Illinois lawmakers proposed legalizing recreational marijuana in the State, allowing residents to possess up to 28 grams of cannabis, or about an ounce, and to grow five (5) plants.

Following the issuance of the Sessions Memorandum, no public comments have been made by the Office of the Attorney General, headed by former Illinois AG Lisa Madigan. Former Illinois Governor Bruce Rauner had not directly commented on the issue, but he did state during a subsequent interview in March 2018, that "there are some appropriate medical uses for that and we're monitoring it," but that that he would veto any recreational marijuana bill passed by the State legislature if it reached his desk.

On August 28, 2018, Illinois' medical cannabis program greatly expanded by becoming available as an opioid painkiller replacement. The legislation also eased the application process as applicants will no longer have to be fingerprinted or undergo criminal background checks. Some estimate the expansion could bring in up to 365,000 new patients into the medical marijuana program generating an additional \$425 million in revenue for the State.

Current Governor J.B. Pritzker supports legalizing recreational marijuana in the State and has indicated it as a top priority. In his inaugural speech on January 14, 2019, Governor Pritzker pledged, "In the interests of keeping the public safe from harm, expanding true justice in our criminal justice system, and advancing economic inclusion, I will work with the legislature to legalize, tax and regulate the sale of recreational cannabis in Illinois."

On May 31, 2019, the IGA passed a HB 1438 legalizing recreational marijuana use and sale in the state for adults. On June 25, 2019, Governor Pritzker signed the bill into law for Illinois to be the 11<sup>th</sup> state to legalize marijuana on January 1, 2020.

In July 2019, newly elected AG Kwame Raoul joined a coalition of AGs from 35 other states and the District of Columbia in urging the FDA to work with them in developing regulations to govern the fast-growing industry. "As attorney general, it is my responsibility to protect Illinois consumers by enforcing our consumer protection laws," said AG Raoul. "I urge the FDA to include state attorneys general in oversight over the emerging market of cannabis-derived products so we can continue to protect consumers and ensure they are not at risk of misleading advertising or exposed to products that could be harmful to their health."

On August 12, 2019, Governor Pritzker signed into law legislation that expands Illinois' medical cannabis program and also makes it permanent. The new law adds an additional 11 conditions to the existing program including chronic pain, anorexia nervosa, autism, irritable bowel syndrome, migraines, osteoarthritis, Ehlers-Danlos syndrome, Neuro-Behcet's autoimmune disease, neuropathy, polycystic kidney disease, and superior canal dehiscence syndrome.

On September 23, 2019, AG Raoul was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

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On January 1, 2020, Illinois became the 11<sup>th</sup> US state to legalize marijuana. On the eve of the legalization, Governor Pritzker granted more than 11,000 pardons for low-level marijuana convictions, describing the step as a first wave of thousands of such expungements anticipated under the state's new marijuana legalization law. Officials estimate that over 100,000 convictions for possession of 30g or less of marijuana are eligible for pardons under the new law. "We are ending the 50-year-long war on cannabis," said Governor Pritzker. "We are restoring rights to many tens of thousands of Illinoisans. We are bringing regulation and safety to a previously unsafe and illegal market. And we are creating a new industry that puts equity at its very core." The pardons allow AG Raoul's office to ask courts to formally clear or seal the records.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Illinois.

#### Maine

In 2009, Maine voted to legalize medical marijuana. The Maine Medical Use of Marijuana Act was legislated in 2009 and the Maine Medical Use of Marijuana Program became operational in 2010, when the first six (6) dispensaries received licenses in July. The rules governing the program became effective September 17, 2013 requiring the Department of Health and Human Services to report to the Legislature an annual report. In the last reported year, 2017, there were 302 caregiver employees, two (2) caregiver cards revoked, eight (8) registered dispensaries, 186 dispensary employees, 21 dispensary board members, and seven (7) dispensary principal officers. Licenses to operate retail marijuana are regulated by the Department of Agriculture, Conservation and Forestry. Municipalities may impose zoning restrictions for all retail marijuana businesses. They may also regulate the location and operation of all retail marijuana establishments and social clubs. They may in addition impose a separate local licensing requirement, if it chooses to do so, and this may include a mandatory public hearing.

In response to the Sessions Memorandum, US Attorney Halsey Frank issued a public statement, noting that his office will not make prosecuting marijuana users a priority, and that it will instead focus on traffickers of "hard drugs", stating "This office has prioritized the prosecution of cases involving the trafficking of opiates, cocaine, crack and similar hard drugs."

Legalization of recreational marijuana in Maine has faced numerous delays since 2016, when voters approved the idea in a statewide vote. Former Maine Governor Paul LePage was an opponent of legalization, which made implementing laws difficult until his term ended in 2018. In November 2017, Governor LePage vetoed a bill to tax and regulate recreational cannabis sales, citing conflicts with federal law, and it was overturned by the state legislature on May 2, 2018, allowing the bill to become law. His successor, Governor Janet Mills, has been more supportive of implementing legalization.

On April 22, 2019, Maine released its long-awaited draft rules about its adult-use cannabis program, revealing a plan that would limit licenses to residents of the state for the first two (2) years. The draft stated Maine would give licenses to grow and sell marijuana only to people who have lived in the Pine Tree State and filed income tax returns there for four (4) years, and that standard would apply until June 2021.

On June 27, 2019, Governor Mills signed a bill setting up a legal framework for the sale of recreational marijuana to adults as early as 2020, which endorsed regulations that spell out how Mainers can grow, buy, and sell marijuana without a public bill-signing ceremony. The rules, which went into effect in September 2019, make Maine the 8<sup>th</sup> US state to have a clear path to a fully legal commercial adult-use cannabis market. "Over the course of the last several months, my administration has worked quickly to implement the law regarding Maine's adult-use recreational marijuana market as Maine voters asked the state to do 2½ years ago," "The rule development demonstrates what can be accomplished when state government works with lawmakers, industry stakeholders and the public to accomplish a shared goal." "With this law, we are one step closer to honoring the will of Maine voters," said Governor Mills. Her office noted that the State's Office of Marijuana Policy plans to accept applications for licenses by the end of 2019.

On September 23, 2019, AG Aaron Frey was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

In October 2019, State officials in Maine had indicated that they are on track to meet the previously announced target launch of retail adult-use marijuana by Spring of 2020 and expect customers will have the ability to purchase products in retail stores in March.

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In April 2020, regulators announced that retail sales will not begin in June as planned, as the COVID-19 pandemic has delayed local approvals and created other challenges for the state.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Maine.

Maryland

In Maryland, a state law was enacted in 2012 by the MMCC to establish a state-regulated medical marijuana program. On December 1, 2017, the program became operational and the MMCC has issued medical cannabis dispensary pre-approvals to 102 companies as of June 2018. As of November 2019, there were 16 growers, 18 processors and 85 dispensaries operating statewide.

The MMCC grants medical cannabis grower, processor, and dispensary licenses. A licensee may hold a license in each category to obtain vertical integration. The applicant must first seek pre-approval from the MMCC in order to be granted a license. As part of the pre-approval application, the applicant must submit information related to its operations; safety and security; medical cannabis professionalism; retail management factors; business and economic factors; and other additional factors that may apply.

In order to become a licensed medical cannabis dispensary, each applicant must submit an application detailing the location of the proposed dispensary, the personal details of each principal officer or director, and operating procedures the dispensary will use. An owner, a member, an employee, a volunteer, an officer, or a director of a dispensary must undergo a criminal background check and register as a dispensary agent. Once licensed, the medical cannabis dispensary is required to submit to the MMCC quarterly reports including the following information: (i) the number of patients served; (ii) the county of residence of each patient served; (iii) the medical condition for which medical cannabis was recommended; (iv) the type and amount of medical cannabis dispensed; and (v) if available, a summary of clinical outcomes, including adverse events and any cases of suspected diversion. The medical cannabis dispensary must not include any patient personal information in the quarterly report.

In response to the Sessions Memorandum, Maryland AG Brian Frosh commented that "this decision has the potential to cause fear and disruption in nascent marijuana industries across the country, including those like Maryland's, specifically designed to meet the needs of the very ill."

In February 2019, Maryland lawmakers filed bills that would make the State the latest to legalize marijuana. Adults 21 and older would be allowed to possess, consume, grow and purchase cannabis under the legislation. Possession would be capped at one (1) ounce for flower and five (5) grams of concentrate, and individuals could grow up to four (4) plants at a time.

In May 2019, Maryland legalized the sale of edible medical marijuana products, which will provide a substantial revenue boost to the State's businesses in the fast-growing market. It would also open new business opportunities for edibles manufacturers. Maryland Governor Larry Hogan signed the provision into law on May 13, along with a marijuana-related, antitrust bill. State lawmakers had passed both bills in April. Notable provisions in the two (2) new laws include:

- (1) An individual may own up to four (4) dispensaries in Maryland.
- (2) State regulators may not issue more than one (1) grower or one (1) processing license to each applicant; and
- (3) Research institutions such as universities will be allowed to purchase medical cannabis for research. The provision was part of the marijuana edibles bill.

The State had also expanded a program to allow dispensaries to sell pot brownies and other edible forms of the drug and to let research institutions study the effects of medicinal use. At the same time, a new antitrust law enacted will place a cap on the number of medical-marijuana businesses a single company can own.

On September 23, 2019, AG Frosh was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

On March 11, 2020, the House of Delegates in Maryland approved 93 to 44, in favor of House Bill 550 that would increase the amount of marijuana decriminalized in Maryland from ten (10) grams to one (1) ounce. The bill is pending consideration by the Senate; however, it was not taken up before the legislature adjourned early on March 18, 2020. The legislature will

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hold a special session at the end of May. House Bill 550 would make possession of up to an ounce of cannabis punishable by a civil fine of \$100 rather than a criminal penalty that carries possible jail time. Also, a person could no longer be charged with possession with intent to distribute based solely on possession of an ounce or less.

Just before the General Assembly adjourned its 2020 session early in light of the COVID-19 pandemic, it also approved House Bill 83, a bill that would automatically shield past cannabis charges occurring before October 1, 2014 in which possession was the only charge in the case. The bill now heads to Governor Larry Hogan for approval. If enacted, House Bill 83 would shield nearly 200,000 past cannabis possession charges from public view on the Judiciary's "Case Search" website. This is, however, not a full record expungement. Full record expungement of marijuana possession is available by application after four (4) years.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Maryland.

Massachusetts

In Massachusetts, recreational cannabis was legalized in 2016. The Medical Use of Marijuana Program (the "Program") registers qualifying patients, personal caregivers, Registered Marijuana Dispensaries ("RMDs"), and RMD agents. The Program was established by Chapter 369 of the Acts of 2012, "An Act for the Humanitarian Medical Use of Marijuana", following the passage of Ballot Question 3 in the 2012 general election. RMD certifications are vertically integrated licenses in that each RMD license entitles a license holder to one (1) cultivation facility, one (1) processing facility and one (1) dispensary location, and there is a limit of three (3) RMD licenses per person/entity. Currently, there are a total of 19 medical licenses outstanding in either provisional or final status.

Massachusetts has authorized the cultivation, possession and distribution of cannabis by certain licensed cannabis businesses. The Massachusetts Department of Public Health ("MDPH") regulates the State's regulatory program, of which the applicable regulations are summarized below:

- (1) Registration and Certification – The MDPH grants cannabis cultivation, processing and dispensary licenses. To obtain a license to cultivate, process and/or dispense cannabis, each applicant must file an application detailing the applicant's business structure, management profile, operations profile, capitalization, architectural plans and the proposed location of business operations.
- (2) Inspections – A license holder must be available for inspection by the MDPH upon request. A license holder must maintain written records for a period of at least two (2) years regarding operating procedures, inventory, seed-to-sale tracking, personnel, financials and waste disposal.
- (3) Security Requirements – A license holder must implement sufficient security measures to deter and prevent unauthorized entrance into areas containing cannabis and theft of cannabis. A license holder is required to use and maintain security alarms, locks, surveillance equipment, safes, a lit outside perimeter and additional safeguards as required by the MDPH if the MDPH determines that additional safeguards are necessary. A license holder's written operating procedures must contain a policy requiring the immediate dismissal of any employee that diverts cannabis or engages in unsafe practices.
- (4) Operations – A license holder must maintain a set of detailed written operating procedures regarding security measures, employee security policies, hours of operations, pricing, inventory storage, record keeping procedures, quality control, staffing plan and records, emergency procedures, employee termination procedures, a list of board members and executives, and cash handling procedures. Each license holder must maintain minimum liability insurance coverage. A license holder's employees are required to complete training prior to performing job functions. Furthermore, a license holder is required to abide by packaging and labelling requirements and edible cannabis products cannot bear a reasonable resemblance to any product available for consumption as a commercially available candy. Certain license holders are required to provide educational materials about cannabis to customers.
- (5) Record Keeping and Inventory Tracking – Massachusetts requires license holders to maintain written records for a period of at least two (2) years regarding operating procedures, inventory, seed-to-sale tracking, personnel, financials and waste disposal. Each license holder is required to track cannabis inventory from seed-to-sale, including by tagging all cannabis inventory. A license holder is required to conduct a monthly inventory of cannabis inventory.

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Though Massachusetts legalized recreational marijuana in 2016, the State was not set up for a retail market until late 2018. As of July 1, 2018, licensed dispensaries were allowed to begin selling cannabis, but the State had yet to award a license when the day came. Through the Cannabis Control Commission (“CCC”), the recreational use license application process commenced on April 1, 2018 for existing RMD license holders, and July 1, 2018 for all non-RMD license holders. Existing RMD license holders that timely applied for a recreational license on or before April 1, 2018 are eligible to receive three (3) recreational licenses per medical RMD license, and one (1) for cultivation, processing and dispensary, respectively.

The first sales in Massachusetts took place on November 20, 2018, when two (2) licensed retail stores began selling cannabis to adults. Five (5) stores were open by the end of the year, and more than 20 are now open across the State. Massachusetts is now the only state on the East Coast with state-legal, adult-use cannabis sales.

Massachusetts Governor Charlie Baker had generally opposed the 2016 ballot initiative to legalize recreational use of marijuana in the State, but after its passage stated “Our view on this is the people spoke and we’re going to honor that, but we need to make sure that we implement this in a way...[that protects] public safety and [ensures] that only those who are supposed to have access to these products will.” The month following the ballot initiative’s passage, Governor Baker signed into law a six-month delay in the issuance of licenses for retailing marijuana in shops from January 2018 to July 2018, and in July 2017, signed into law a compromise bill that increased the excise tax on marijuana sales, expanded the size of the CCC created by the ballot initiative, mandated background checks for commission and marijuana shop employees, shifted control of the State’s medical cannabis program from the MDPH to the CCC, and created rules for town governments to restrict or ban marijuana shops based on the results of the 2016 ballot initiative within their jurisdiction.

In response to the Sessions Memorandum, Governor Baker had expressed opposition to the rescission, with his administration stating that it “believes this is the wrong decision and will review any potential impacts from any policy changes by the local US Attorney’s Office”, and he reiterated his support for implementing the legal and regulated recreational marijuana market as passed by voters on the 2016 ballot initiative. In addition, Governor Baker also expressed concerns about federal prosecutors creating confusion and uncertainty in states where marijuana has been legalized for either medical or recreational usage, and argued that the Massachusetts US Attorney’s Office, instead of prosecuting local marijuana businesses, should focus its resources on resolving the opioid epidemic in the State.

After meeting with incoming US Attorney Andrew Lelling in February 2018, Governor Baker stated the following month that Attorney Lelling “made pretty clear his primary focus is going to be on fentanyl and heroin”, and that after speaking with governors in other states with legal recreational marijuana markets at a National Governors Association meeting, Governor Baker said that he “did not get the impression any of them felt there had been a significant change in their relationship with the US attorneys in their states as a result of the change in the administration... because people are pretty focused on the opioid issue.” He also argued that the CCC should create its regulatory framework in incremental steps by prioritizing marijuana shops over cafés, saying “that if they try to unwrap the entire package straight out of the gate, the role and responsibility they have as an overseer and as a regulator is going to be compromised”, reiterating that the purpose of legalization was to create a “safe, reliable, legal market” in the State.

In response to the Sessions Memorandum, Attorney Lelling issued a public statement in July 2018 which outlined areas of potential prosecution amid legalization of marijuana at the state level, by stating that he has “a constitutional obligation” to uphold federal laws. But given the State’s opioid epidemic, his office would “most likely” prosecute Massachusetts residents for just three (3) types of marijuana-related crimes: selling to minors, overproduction and organized crime’s involvement in the cannabis retail market. “This list is not exclusive and is only intended to clarify which aspects of the state-level marijuana industry are most likely to warrant federal involvement.” His office will continue to weigh prosecuting all marijuana-related crimes on a “case-by-case basis,” he added.

Significant progress has been made in 2019. The State’s first-of-its-kind social equity program finally began to show signs of success after some frustrating initial delays. Additionally, the CCC published draft regulations for home delivery and social consumption in June and is working to finalize those policies.

In May 2019, AG Maura Healey, along with 37 other state and territorial attorneys, had sent a letter to congressional leaders, urging them to enact the SAFE Banking Act or other legislation that would expand banking access for marijuana companies.

On September 23, 2019, AG Healey was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

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To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Massachusetts.

Michigan

Cannabis in Michigan is legalized for both medical and recreational use. Medical use was approved by ballot measure in 2008 and recreational use was approved in 2018. In November 2008, the Michigan Compassionate Care Initiative was approved by Michigan voters, allowing patients with a physician's recommendation to possess up to 2.5 ounces of cannabis for treatment of certain qualifying medical conditions. Michigan voters approved the Michigan Regulation and Taxation of Marijuana Act, which allows persons age 21 and over to possess up to 2.5 ounces of cannabis in public, up to ten (10) ounces at home, and cultivate up to 12 plants at home. It also sets up a system for the state-licensed cultivation and distribution of cannabis, with sales subject to a 10% excise tax (in addition to the State's 6% sales tax). The law went into effect on December 6, 2018.

In June 2019, Michigan Governor Gretchen Whitmer was among a group of 18 governor to sign a letter urging Congress to open the US banking system to the legal cannabis industry, as the cash-only environment is viewed as a threat to public safety and a burden for governments that tax and regulate cannabis businesses. Governor Whitmer said in a written statement that states are seeking a "real solution to a real problem." "Michiganders turned out in historic numbers in this last election to legalize the use of recreational marijuana, and we must respect the will of the voters," "There is an inherent danger for businesses operating in an all-cash business because financial institutions are unable to accept the risks and penalties associated with providing service to this industry under current law. This letter sends a clear message to Congress that our states are looking for a real solution to a real problem, and we support them to get this done."

In August 2019, AG Dana Nessel and a workgroup are exploring clarifying changes to the recreational marijuana law approved by voters in 2018. The law, which appeared as Proposal 1 on the 2018 ballot, legalizes marijuana for those over 21 and creates a regulatory structure to license marijuana businesses, 56 to 41 percent. AG Nessel supported Proposal 1 back then but is left with some legal questions about how to implement it. There are some things "they just didn't address" in the law, she said, including penalties for some marijuana-related infractions. "So now there are certain portions of the bill that, you know something's illegal, right, but then it doesn't tell you what the penalty is."

In terms of the new regulations, Michigan regulators will start taking recreational marijuana business applications on November 1, 2019, but sales are not expected to begin until March or April of 2020 at the earliest. There are a number of factors delaying the launch:

- (1) The State is concerned about a medical cannabis shortage and has not yet decided if existing marijuana license holders may transfer their flower and other products to the rec market.
- (2) Even if some applications are approved quickly, it still takes several months to grow and harvest a cannabis crop.

"It's incumbent upon us to ensure that there's access for medical patients through the medical marijuana facilities," said Andrew Brisbo, director of the state Marijuana Regulatory Agency, "So I would err on the side of caution and ensuring better access to their needs instead of moving products into the broader adult-use market." Robin Schneider, executive director of the Michigan Cannabis Industry Association, told Michigan Public Radio that she is not expecting a rush of businesses to apply on November 1 for recreational retail licenses because of the lack of product supply on the marijuana market right now.

On September 23, 2019, AG Nessel was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. "All legal and legitimate businesses should have a safe place to deposit their revenue and not have to rely on under-the-floor safes to store their legally earned money," said AG Nessel. "This is not just a states' rights issue, this is an issue of safety. The expansion of Michigan's market to include legal sales of recreational marijuana this year compels us to join this effort to ensure we protect Michigan businesses from becoming unnecessary targets of bad actors."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Michigan.

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#### Nevada

In 2001, the use of medical marijuana was legalized in Nevada, and state-certified medical marijuana establishments, like dispensaries, became operational in 2015. The Nevada Medical Marijuana Program is governed by Nevada Revised Statute ("NRS") 453A and Nevada Administrative Code 453A. Patients meeting certain criteria can apply for a Nevada medical marijuana card. The medical marijuana card allows patients to legally purchase marijuana from a state-certified medical marijuana dispensary and a registry of medical marijuana patient cardholders is administered by the Division of Public and Behavioral Health ("DPBH").

The sale of marijuana for adult-use in Nevada was approved by ballot initiative on November 8, 2016 and NRS 453D exempts a person who is 21 years of age or older from state or local prosecution for possession, use, consumption, purchase, transportation or cultivation of certain amounts of marijuana and requires the Nevada Department of Taxation ("NDT") to begin receiving applications for the licensing of marijuana establishments on or before January 1, 2018. As of July 1, 2017, NDT is responsible for licensing and regulating and retail marijuana businesses in Nevada and for the State medical marijuana program. The legalization of retail marijuana does not change the medical marijuana program.

Licensing and operations requirements for production and distribution of medical marijuana are set out in NRS 435A. Each medical marijuana establishment must register with the NDT and apply for a medical marijuana establishment registration certificate. Among other requirements, there are minimum liquidity requirements and restrictions on the geographic location of a medical marijuana establishment as well as restrictions relating to the age and criminal background of employees, owners, officers, and board members of the establishment. All employees must be over 21 and all owners, officers and board members must not have any previous felony conviction or had a previously granted medical marijuana registration revoked. Additionally, each volunteer, employee, owner, officer, and board member of a medical marijuana establishment must be registered with the NDT as a medical marijuana agent and hold a valid medical marijuana establishment agent card. The establishment must have adequate security measures and use an electronic verification system and inventory control system. If the proposed medical marijuana establishment will sell or deliver edible marijuana products or marijuana-infused products, proposed operating procedures for handling such products which must be preapproved by the NDT.

In determining whether to issue a medical marijuana establishment registration certificate pursuant to NRS 453A.322, the NDT, in addition the application requirements set out, considers the following criteria of merit:

- (1) The total financial resources of the applicant, both liquid and illiquid.
- (2) The previous experience of the persons who are proposed to be owners, officers, or board members of the proposed medical marijuana establishment at operating other businesses or nonprofit organizations.
- (3) The educational achievements of the persons who are proposed to be owners, officers, or board members of the proposed medical marijuana establishment.
- (4) Any demonstrated knowledge or expertise on the part of the persons who are proposed to be owners, officers, or board members of the proposed medical marijuana establishment with respect to the compassionate use of marijuana to treat medical conditions.
- (5) Whether the proposed location of the proposed medical marijuana establishment would be convenient to serve the needs of persons who are authorized to engage in the medical use of marijuana.
- (6) The likely impact of the proposed medical marijuana establishment on the community in which it is proposed to be located.
- (7) The adequacy of the size of the proposed medical marijuana establishment to serve the needs of persons who are authorized to engage in the medical use of marijuana.
- (8) Whether the applicant has an integrated plan for the care, quality, and safekeeping of medical marijuana from seed to sale.
- (9) The amount of taxes paid to, or other beneficial financial contributions made to, the State of Nevada or its political subdivisions by the applicant or the persons who are proposed to be owners, officers or board members of the proposed medical marijuana establishment; and
- (10) Any other criteria of merit that the DPBH determines to be relevant.

A medical marijuana establishment registration certificate expires one (1) year after the date of issuance and may be renewed upon resubmission of the application information and renewal fee to the NDT.

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The regular retail marijuana program under Nevada's Regulation and Taxation of Marijuana Act began in early 2018 and for the first 18 months of the program, only existing medical marijuana establishment certificate holders can apply for a retail marijuana establishment license. In November 2018, the NDT opened up the application process to those not holding a medical marijuana establishment certificate. There are five (5) types of retail marijuana establishment licenses under Nevada's retail marijuana program:

- (1) Cultivation Facility – licensed to cultivate (grow), process, and package marijuana; to have marijuana tested by a testing facility; and to sell marijuana to retail marijuana stores, to marijuana product manufacturing facilities, and to other cultivation facilities, but not to consumers.
- (2) Distributor – licensed to transport marijuana from a marijuana establishment to another marijuana establishment. For example, from a cultivation facility to a retail store.
- (3) Product Manufacturing Facility – licensed to purchase marijuana; manufacture, process, and package marijuana and marijuana products; and sell marijuana and marijuana products to other product manufacturing facilities and to retail marijuana stores, but not to consumers. Marijuana products include things like edibles, ointments, and tinctures.
- (4) Testing Facility – licensed to test marijuana and marijuana products, including for potency and contaminants.
- (5) Retail Store – licensed to purchase marijuana from cultivation facilities, marijuana and marijuana products from product manufacturing facilities, and marijuana from other retail stores; can sell marijuana and marijuana products to consumers.

Administration of the regular retail program in Nevada will be governed by permanent regulations, currently being drafted by the NDT. The NDT has been conducting public consultation and receiving public comments on the Revised Proposed Adult-Use Marijuana Regulation (LCB File No. R092-17) dated December 13, 2017 (the "Nevada Adult-Use Regulation").

In response to the Sessions Memorandum, former Nevada AG Adam Laxalt had issued a public statement, pledging to defend the law after it was approved by voters. Former Governor Brian Sandoval also stated, "Since Nevada voters approved the legalization of recreational marijuana in 2016, I have called for a well-regulated, restricted and respected industry. My administration has worked to ensure these priorities are met while implementing the will of the voters and remaining within the guidelines of both the Cole and Wilkinson federal memos," and that he would like for Nevada to follow in the footsteps of Colorado, where the US attorneys do not plan to change the approach to prosecuting crimes involving recreational marijuana.

In the November 2018 election, Nevada elected a new Governor, Steve Sisolak, and a new AG, Aaron Ford. Both have historically been supportive of Nevada's marijuana industry and allowing it to grow in a healthy, regulated market in the State.

On September 23, 2019, AG Ford was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. "Defending states' rights, protecting public safety and improving our criminal justice system are priorities for my administration," said AG Ford. "I believe each state knows its industry and needs best, and I urge Congress to pass legislation that will allow Nevada and other states to determine the best approach for regulating cannabis within their borders."

On October 11, 2019, Governor Sisolak had expressed outrage and vowed to tighten control of the State's lucrative legal marijuana marketplace in response to reports that a foreign national contributed to two (2) top state political candidates last year in a bid to skirt rules to open a legal cannabis store. Governor Sisolak declared in a statement that there has been "lack of oversight and inaction" of the recreational and medical pot industry by the state Marijuana Enforcement Division. He also said he is commissioning a multi-agency task force to "root out potential corruption or criminal influences in Nevada's marijuana marketplace."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Nevada.

#### Oklahoma

As part of a larger trend nationwide to restrict cannabis, the State of Oklahoma banned the drug in 1933. Through the decades, state authorities had zealously prosecuted cannabis users, sellers and growers including through the use of helicopter patrols.

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In 2014, Oklahomans for Health (“OFH”) circulated a petition to get medical cannabis legalization on the ballot but failed to gain sufficient signatures.

In April 2015, former Oklahoma Governor Mary Fallin signed House Bill 2154 allowing the sale of CBD oil with less than 0.3% THC under specified restrictions, however, the use of CBD oil manufactured from industrial hemp became widespread in Oklahoma during the mid-late 2010s. Later in 2015, Green the Vote announced that they were beginning a new petition drive to place medical legalization on the 2016 ballot. The initiative gathered the required number of signatures, but backers alleged that former AG Scott Pruitt had changed the verbiage of the initiative in a misleading way. After OFH sued over the ballot rewrite, the Oklahoma Supreme Court ordered the original language be restored. As result of the legal dispute, the vote for the initiative was pushed back to 2018. Governor Fallin established a ballot date on January 4, of June 26, 2018 as a referendum initiative.

The referendum (State Question 788) (“SQ 788”) ultimately passed 57%-43%, making Oklahoma the 30<sup>th</sup> US state to legalize medical use of cannabis. SQ 788 instructed the State to promulgate a regulatory scheme for marijuana online within 30 days and begin licensing by August 25, 2018. However, on July 10, 2018, the Oklahoma Board of Health (“OBH”) voted 5-4 to ban smokable marijuana products at dispensaries and to require licensed pharmacists to be on-site at dispensaries. After two (2) lawsuits were filed, these regulations were dropped.

On August 1, 2018, many of the original rules promulgated by the OBH were rescinded with the support of Oklahoma AG Mike Hunter who stated that the OBH rules overreached and did not meet the intent of SQ 788. Oklahoma City adopted the “simple possession” rule in their city code on October 26, 2018 and additionally lowered the maximum fine for possession of marijuana paraphernalia to \$50.

The statewide regulator for marijuana is the Oklahoma Medical Marijuana Authority. Under SQ 788, an individual who obtains a Medical Marijuana License from the State of Oklahoma may consume marijuana legally and may legally possess up to:

- 3 ounces of marijuana.
- 6 mature marijuana plants (defined as plants that are in the budding stage).
- 6 seeding plants (defined as plants that are in the vegetative stage and are not yet budding).
- 1 ounce of concentrated marijuana.
- 72 ounces of edible marijuana; and
- 8 ounces of marijuana in their residence.

To the knowledge of the Company’s management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Oklahoma.

Oregon

In November of 2014, Oregon voters passed Measure 91, “Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act” creating a regulatory system for individuals 21 years of age and older to purchase marijuana for personal use from licensed retail marijuana stores, as well as cultivating marijuana at home. The Oregon Liquor Control Commission (the “OLCC”) licenses and regulates adult-use marijuana businesses and is currently accepting applications. On October 15, 2015, the OLCC published draft recreational marijuana rules, which were finalized and took effect on June 29, 2016, as OLCC Division 25 of the Oregon Administrative Rules (“OAR Division 25”). These rules have been updated on a regular basis since that time, due to administrative prerogative and legislative changes. Currently licensed cannabis companies in the State of Oregon are not subject to residency requirements. OAR Division 25 will continue to evolve and there is no certainty that changes will not adversely affect the Company’s operations, as the changes are subject to OLCC’s review and approval.

In Oregon, there are six (6) types of recreational marijuana licenses for commercial uses: Producer, Processor, Wholesaler, Retail, Laboratory, a Certificate for Research, and a Hemp Certificate. There is no limit on the number of licenses being issued, and Oregon is still open to applications.

In February 2018, US Attorney Billy Williams told a gathering that included Oregon Governor Kate Brown, law enforcement officials and representatives of the cannabis industry that Oregon has an “identifiable and formidable overproduction and diversion problem.” In May 2018, Attorney Williams issued a memorandum spelling out five priorities for going after illegal cannabis operations that violate federal laws, with the first priority to crack down on the leakage of

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surplus marijuana into bordering states where pot is still against the law. The memo also stated that federal prosecutors will also target keeping marijuana out of the hands of minors, any crimes that involve violence or firearm violations or organized crime, and cultivation that threatens to damage federal lands through improper pesticide and water usage.

In May 2019, Oregon AG Ellen Rosenblum, along with 37 other state and territorial attorneys, had sent a letter to congressional leaders, urging them to enact the SAFE Banking Act or other legislation that would expand banking access for marijuana companies.

On September 23, 2019, AG Rosenblum was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Oregon.

Pennsylvania

On April 17, 2016, Pennsylvania passed Senate Bill No. 3, known as the "Medical Marijuana Act". The law went into effect on May 17, 2016, and the first dispensaries began serving patients in April 2018.

The Pennsylvania Department of Health ("PDOH") is responsible for implementing programs, including developing rules, processing applications, and issuing patient ID cards and licenses. The law created an advisory board to make recommendations to the department. The board is comprised of 15 members, including three law enforcement members, several health or medical experts, and at least one patient advocate. Two (2) years after the law took effect, the board was required to issue a report including recommendations regarding access to dry leaf or plant cannabis. In its report, the board recommended a number of changes to the program, including allowing dry leaf cannabis, and the health department accepted the recommendations and promulgated revised rules.

Initially, the only types of medical cannabis allowed were pills, oils, gels, creams, ointments, tinctures, liquid, and non-whole plant forms for administration through vaporization. In May 2018, in keeping with the advisory board recommendations, the PDOH issued revised regulations to allow whole plant, flower cannabis. Dispensaries cannot sell edibles, but medical cannabis products could be mixed into food or drinks to facilitate ingestion by a patient in a facility or residence. Vaporization is allowed, and smoking is prohibited.

The board was directed to issue permits to no more than 50 dispensaries, which can each have three locations, allowing for up to 150 total dispensaries. In the first round of granting permits, the department issued 27 permits for dispensaries. Dispensaries first began serving patients in April 2018. There are currently 12,000 approved medical marijuana patients in Pennsylvania, but it is expected to accumulate with 30,413 more patients waiting to be enrolled in this program as well. In 2018, there are believed to be nine operational medical marijuana dispensaries, and two market-ready medical marijuana producers.

In response to the Sessions Memorandum, Pennsylvania AG Josh Shapiro had said that medical marijuana is legal under state law, stating "It's my job to uphold the law here in Pennsylvania; and on a bipartisan basis, the legislature passed, and the governor signed a medicinal marijuana law that is very popular." US Attorney David Freed also stated, "My office has no intention of disrupting Pennsylvania's medical marijuana program or related financial transactions."

In May 2019, AG Shapiro, along with 37 other state and territorial attorneys, had sent a letter to congressional leaders, urging them to enact the SAFE Banking Act or other legislation that would expand banking access for marijuana companies.

On September 23, 2019, AG Shapiro was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

On September 25, 2019, Pennsylvania Governor Tom Wolf, for the first time, had said he backed legalizing cannabis for adult recreational use. The announcement followed a 67-county listening tour undertaken by Lt. Governor Fetterman that found a "substantial majority" of Pennsylvanians are for legalization. "I think it's time for the General Assembly to sit down and craft a bill that actually recognizes that Pennsylvania is ready for this, and also takes advantage of what we've learned from other states in terms of what to do and what not to do," Governor Wolf told a news conference in his Capitol offices.

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Lt. Governor Fetterman, who has been a proponent of marijuana legalization, declared, "If you are opposed to the recreational adult use of cannabis that is a minority view now in Pennsylvania."

Two (2) days after Governor Wolf's announcement, AG Shapiro also voiced his support for the legalization of marijuana for recreational use by adults. "Continuing to criminalize adult personal marijuana use is a waste of limited law enforcement resources, it disproportionately impacts our minority communities and it does not make us safer. We must also expunge records of those with non-violent marijuana use convictions," said AG Shapiro.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Pennsylvania.

Texas

Marijuana is currently not legal for either medical or recreational usage in Texas, however in 2015, the State signed a CBD-specific law into force that allows low-THC (no more than 0.5%) high-CBD (no less than 10.0%) oil products to be consumed by patients based on doctor's recommendation. There are currently three (3) licensed facilities operating that formulate these products for eligible patients. Additionally, laws relaxing punishment for possession of small amounts of cannabis have been passed at the county and municipal level in jurisdictions including El Paso, Austin, Dallas, and Harris County.

On April 17, 2019, a Texas House Committee unanimously approved a bill to expand the State's medical marijuana program by adding over a dozen health conditions that would qualify patients for participation. Additional cannabis-related legislation is on the horizon, with lawmakers in position to potentially vote on marijuana decriminalization and hemp legalization in short order. Under the medical marijuana bill, patients with cancer, autism, post-traumatic stress disorder, Alzheimer's, Parkinson's, Huntington's disease, amyotrophic lateral sclerosis, Tourette syndrome, Crohn's, ulcerative colitis, muscular dystrophy and multiple sclerosis would qualify to access cannabis. Patients who experience certain side effects such as severe nausea from conventional therapies would also be able to get medical cannabis.

That would mark a significant expansion of the State's currently limited medical marijuana system, which only allows patients with intractable epilepsy who have exhausted their pharmaceutical options to access cannabis. Finding a specialist doctor to make the recommendation has been another challenge, which further explains why the program has roughly 600 registered medical marijuana patients in a State of about 29 million people. "Overall, we're really pleased to see unanimous support for the legislation out of the public health committee," Heather Fazio, director of Texans for Responsible Marijuana Policy, told Marijuana Moment. "Legislators are taking this issue more seriously now than every before, and they're responding to their constituents who want to see these laws changed." The bill now heads to the House Calendars Committee, where it will await placement on the agenda for a full House floor vote.

In June 2019, Texas passed legislation that legalized hemp and hemp-based products, but it remains highly unlikely that cannabis will be legalized in the State anytime soon.

On July 18, 2019, Texas Governor Greg Abbott sent out a letter to all of the State's district and county attorneys, commanding them to resume prosecuting individuals for possession of marijuana. "Marijuana has not been decriminalized in Texas, and these actions demonstrate a misunderstanding of how House Bill 1325 works," reads the letter, signed by Governor Abbott, Lt. Governor Dan Patrick, House Speaker Dennis Bonnen, and AG Ken Paxton. "First, a person claiming to transport hemp must have a certificate. Failure to have the required certificate while transporting hemp is a separate crime. Second, lab tests are not required in every case and are more affordable than initial reporting indicated." The final line of the letter's opening section takes a defensive tone regarding the snafu created by lawmakers: "Failing to enforce marijuana laws cannot be blamed on legislation that did not decriminalize marijuana in Texas." The joint letter makes the case that hemp cannot currently be legally transported unless the product is accompanied with a "Department-approved shipping certificate" – otherwise, it is a misdemeanor. "If a person is transporting hemp but has no certificate, you may now prosecute that person for the offense of failing to have a hemp certificate," the memo reads ... before going on to state that such certification does not yet exist: "If they have a certificate, which the Department has yet to promulgate, then it's a fake – which is a felony." The Governor's letter says "criminal cases may be prosecuted with lab tests or with the tried and true use of circumstantial evidence. ... Lab tests are not always needed, and they are not as costly as some initial reporting indicated."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Texas.

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Washington

The State of Washington has both medical and adult-use marijuana programs. The original medical law, passed by voters in 1998, allows physicians to recommend cannabis for an inclusive set of qualifying conditions including chronic pain and created a patient/caregiver system without explicitly permitting businesses. But, unlike Colorado, the legislature was unable to pass laws regulating the medical marijuana businesses that developed around 2008.

On November 6, 2012, Initiative 502 was passed to legalize marijuana for adults 21 years of age and older in 2012. It regulated adult-use marijuana businesses and left the unregulated medical marijuana establishments in a precarious situation. Christine Gregoire, then Governor of Washington, signed Senate Bill 5052 in 2015, which forced the closure of existing unregulated medical dispensaries and allows existing adult-use retail marijuana stores to apply for a "medical marijuana endorsement" to sell medical marijuana tax free to registered qualifying patients and their designated caregivers.

The Washington State Liquor and Cannabis Board (the "WSLCB") regulates adult-use marijuana businesses and those with a medical endorsement. The WSLCB licenses cultivation facilities, product manufacturing facilities ("processors"), retail stores, transportation licensees, and testing facilities. All individuals and entities considered a "true party of interest" in a marijuana business license must have at least six (6) months of Washington residency.

Unlike many other states, the State of Washington prohibits vertical integration between adult-use marijuana retailers and cultivators. Common ownership between cultivation and processors is permitted. A single entity, and/or principals within an entity, are limited to no more than three marijuana producer licenses, and/or three marijuana processor licenses, or five retail marijuana licenses.

In response to the Sessions Memorandum, Washington AG Bob Ferguson stated that his office was prepared for a legal fight over marijuana legalization in the State, if necessary, and that he would be willing to get involved if the federal government takes any "adverse action" against a marijuana business compliant with state law. Current Washington Governor Jay Inslee also stated, "We will use every single power at our disposal to preserve and protect the mission statement Washington State voters gave us," noting that voters approved the initiative legalizing marijuana in Washington.

On May 13, 2019, Governor Inslee signed Senate Bill 5605, *Concerning Marijuana Offense Convictions*. This new law went into effect on July 28, 2019. Beginning that date, every person convicted of misdemeanor marijuana possession offenses in the State of Washington, who was 21 years of age or older at the time of the offense, may apply to the sentencing court to vacate his or her conviction record for the marijuana offense. And if an individual has multiple marijuana convictions from different courts, then the individual will need to apply to vacate each conviction separately in the court in which the conviction was prosecuted. The court will then vacate that qualifying individual's marijuana conviction record.

On September 23, 2019, AG Ferguson was also among a bipartisan coalition of 21 state AGs, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

On April 1, 2020, in an effort to ensure the spoils of marijuana legalization are available to everyone, Governor Inslee signed a bill to allow state regulators to funnel unused marijuana business licenses to people from communities that have been negatively impacted by the drug war. The legislation came at the request of state cannabis regulators, who have pointed out that Washington's legalization law, which voters approved in 2012, failed to include any provisions aimed at addressing past prohibition harms. The new law aims to diversify the industry by issuing more business licenses to people negatively affected by drug law enforcement and providing them with technical assistance to get their companies off the ground. It creates a state Marijuana Equity Task Force and allows the WSLCB to grant forfeited, canceled, revoked or otherwise unissued marijuana business licenses to qualified equity applicants. "HB 2870 creates a new social equity program that provides business opportunities to people from disproportionately-harmed communities so they can benefit economically from the cannabis industry and become a cannabis retailer," Governor Inslee said in a statement issued from his office.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the State of Washington.

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**Overall Performance and Investments**

As at December 31, 2019, the Company held cash and investments at fair value totaling \$33,051,823 (December 31, 2018 – \$46,170,811). A number of new investments were added to the portfolio from funds generated from portfolio turnovers during the year ended December 31, 2019. At the same time, the Company divested holdings from multiple cannabis companies, for which the downturn in the cannabis sector also contributed to the decrease in the market value of the investment portfolio.

During the year ended December 31, 2019, the total fair value of the Company's investments had decreased by approximately \$12.9 million, from a portfolio value of \$45,323,137 as at December 31, 2018, down to \$32,377,557 as at December 31, 2019. The decrease is attributed to an unrealized loss on investments of 12,003,454 in Fiscal 2019 (2018 – unrealized gains of \$5,692,488), and net redemptions of investments of \$595,514 (2018 – net investments of \$19,928,326). Having seen a number of the Company's investee companies obtain listings on recognized Canadian exchanges in late Fiscal 2018 and during the first half of Fiscal 2019, the Company gradually decreased our positions in those holdings. Overall, the Company incurred total realized loss on disposals of investments of \$594,370 (2018 – realized gains of \$11,028,165).

During Q1 2019, the Company's investment portfolio topped over \$50 million as a number of Quinsam's investee companies obtained listings on recognized Canadian exchanges, and the entities' shares were trading at prices substantially over their initial costs, which further increased the unrealized gains in the investment portfolio. However, due to poor performance of the cannabis sector in consecutive quarters in the second half of 2019, the Company gave back almost all of the gains experienced in the early part of Fiscal 2019.

Total cash dividends of \$578,806 were also paid to the Company's shareholders during the year ended December 31, 2019 (2018 – \$562,025).

*Investment Portfolio*

The Company's investments portfolio consisted of the following as at December 31, 2019:

| Investments by type    | Cost              | Fair Value       |                  |                   | Total fair value  |
|------------------------|-------------------|------------------|------------------|-------------------|-------------------|
|                        |                   | Level 1          | Level 2          | Level 3           |                   |
|                        | \$                | \$               | \$               | \$                | \$                |
| Equities               | 17,367,040        | 5,232,102        | -                | 12,535,246        | 17,767,348        |
| Warrants               | 3,024,241         | 26,702           | 316,347          | 1,473,649         | 1,816,698         |
| Convertible debentures | 8,226,938         | -                | 4,596,571        | 3,142,779         | 7,739,350         |
| Loans                  | 5,031,480         | -                | -                | 5,054,161         | 5,054,161         |
| <b>Total</b>           | <b>33,649,699</b> | <b>5,258,804</b> | <b>4,912,918</b> | <b>22,205,835</b> | <b>32,377,557</b> |

| Investments by sector | Cost              | Fair Value       |                  |                   | Total fair value  |
|-----------------------|-------------------|------------------|------------------|-------------------|-------------------|
|                       |                   | Level 1          | Level 2          | Level 3           |                   |
|                       | \$                | \$               | \$               | \$                | \$                |
| Cannabis-related      | 31,927,028        | 3,892,760        | 4,863,653        | 21,531,860        | 30,288,273        |
| Non-cannabis          | 1,722,671         | 1,366,044        | 49,265           | 673,975           | 2,089,284         |
| <b>Total</b>          | <b>33,649,699</b> | <b>5,258,804</b> | <b>4,912,918</b> | <b>22,205,835</b> | <b>32,377,557</b> |

In addition to the investments in the cannabis sector as described in the above section, the Company also held the following non-cannabis related investments in its investments portfolio as at December 31, 2019:

| Investees                        | Investments relationship | Investments type | Cost    | Fair value | Company's ownership % |
|----------------------------------|--------------------------|------------------|---------|------------|-----------------------|
|                                  |                          |                  | \$      | \$         |                       |
| California Nanotechnologies Inc. | Publicly-listed          | Shares           | 150,120 | 44,480     | Under 10%             |
| Commercial Royalty Corp          | Private                  | Shares           | 50,000  | -          | Under 10%             |
| Deveron UAS Corp.                | Publicly-listed          | Shares           | 50,000  | 95,000     | Under 10%             |
| Engagement Labs Inc.             | Publicly-listed          | Warrants         | -       | 420        | Under 10%             |
| Intelgenx Technologies Corp.     | Publicly-listed          | Warrants         | 62,157  | 35,166     | Under 10%             |

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|   |                 |                   |                  |                  |           |
|---|-----------------|-------------------|------------------|------------------|-----------|
| Newlox Gold Ventures Corp.                                  | Publicly-listed | Shares & warrants | 183,204          | 331,359          | Under 10% |
| Pioneering Technology Corp.                                 | Publicly-listed | Warrants          | 25,961           | -                | Under 10% |
| Platinex Inc.   | Publicly-listed | Warrants          | 9,688            | 466              | Under 10% |
| PMML Corp.  | Private         | Shares & warrants | 50,000           | 623,955          | Under 10% |
| Primaria Medical (Canada) Inc.                              | Private         | Shares            | 63,000           | -                | Under 10% |
| Sixth Wave Innovations Inc.                                 | Publicly-listed | Shares            | 412,500          | 412,500          | Under 10% |
| Solarvest BioEnergy Inc.                                    | Publicly-listed | Shares            | 170,675          | 98,992           | Under 10% |
| Tuscany Energy Limited                                      | Publicly-listed | Shares            | 40,000           | -                | Under 10% |
| Umajin Limited  | Private         | Shares            | 50,020           | 50,020           | Under 10% |
| Vitalhub Corp.  | Publicly-listed | Shares            | 42,000           | 147,000          | Under 10% |
| Water Ways Technologies Inc.<br>(formerly Irri-Al-Tal Ltd.) | Publicly-listed | Shares & warrants | 350,000          | 120,046          | Under 10% |
| WealthCraft Capital Inc.                                    | Publicly-listed | Shares            | 13,346           | 129,880          | Under 10% |
|   |                 |                   | <b>1,722,671</b> | <b>2,089,284</b> |           |

The Company's investments portfolio consisted of the following as at December 31, 2018:

| Investments by type    | Cost              | Fair Value        |                  |                   | Total fair value  |
|------------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|                        |                   | Level 1           | Level 2          | Level 3           |                   |
|                        | \$                | \$                | \$               | \$                | \$                |
| Equities               | 18,003,981        | 11,036,173        | -                | 19,831,980        | 30,868,153        |
| Warrants               | 2,962,583         | -                 | 761,192          | 2,005,999         | 2,767,191         |
| Convertible debentures | 6,846,674         | -                 | 2,686,840        | 4,903,782         | 7,590,622         |
| Loans                  | 4,031,480         | -                 | -                | 4,097,171         | 4,097,171         |
| <b>Total</b>           | <b>31,844,718</b> | <b>11,036,173</b> | <b>3,448,032</b> | <b>30,838,932</b> | <b>45,323,137</b> |

| Investments by sector | Cost              | Fair Value        |                  |                   | Total fair value  |
|-----------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|                       |                   | Level 1           | Level 2          | Level 3           |                   |
|                       | \$                | \$                | \$               | \$                | \$                |
| Cannabis-related      | 28,290,663        | 9,916,205         | 5,357,339        | 27,075,200        | 40,347,896        |
| Non-cannabis          | 3,554,055         | 1,119,968         | 91,541           | 3,763,732         | 4,975,241         |
| <b>Total</b>          | <b>31,844,718</b> | <b>11,036,173</b> | <b>3,448,032</b> | <b>30,838,932</b> | <b>45,323,137</b> |

In addition to the investments in the cannabis sector as described in the above section, the Company also held the following non-cannabis related investments in its investments portfolio as at December 31, 2018:

| Investees                        | Investments relationship | Investments type  | Cost    | Fair value | Company's ownership % |
|----------------------------------|--------------------------|-------------------|---------|------------|-----------------------|
|                                  |                          |                   | \$      | \$         |                       |
| Acasti Pharma Inc.               | Publicly-listed          | Warrants          | 38,099  | 29,192     | Under 10%             |
| Axios Mobile Assets Corporation  | Publicly-listed          | Conv Debentures   | -       | -          | Under 10%             |
| Biorem Inc.                      | Publicly-listed          | Shares            | 62,097  | 73,530     | Under 10%             |
| California Nanotechnologies Inc. | Publicly-listed          | Shares            | 150,120 | 55,600     | Under 10%             |
| Clarocity Corporation            | Publicly-listed          | Shares            | -       | 625        | Under 10%             |
| Commercial Royalty Corp          | Private                  | Shares            | 50,000  | -          | Under 10%             |
| Deveron UAS Corp.                | Publicly-listed          | Shares & warrants | 50,000  | 95,000     | Under 10%             |
| Digital Buyer Technologies Corp. | Private                  | Conv Debentures   | 350,000 | 395,426    | Under 10%             |
| Embark Health Inc.               | Private                  | Shares & warrants | 500,000 | 505,529    | Under 10%             |
| Engagement Labs Inc.             | Publicly-listed          | Warrants          | -       | 4,282      | Under 10%             |
| Full Spectrum Brands Canada Inc. | Private                  | Shares            | 496,000 | 496,000    | Under 10%             |
| Intelgenx Technologies Corp.     | Publicly-listed          | Shares & warrants | 251,879 | 237,359    | Under 10%             |
| IRRI-Al-Tal Ltd.                 | Private                  | Shares & warrants | 350,000 | 467,129    | Under 10%             |
| Newlox Gold Ventures Corp.       | Publicly-listed          | Shares & warrants | 183,204 | 118,583    | Under 10%             |
| Pharmex Life Sciences Inc.       | Private                  | Shares            | 200,000 | 200,000    | Under 10%             |
| Pioneering Technology Corp.      | Publicly-listed          | Warrants          | 25,960  | -          | Under 10%             |
| Plantext Ltd.                    | Private                  | Shares            | 317,988 | 1,058,109  | Under 10%             |

**QUINSAM CAPITAL CORPORATION****Management's Discussion and Analysis****For the year ended December 31, 2019**

|                                |                 |                   |                  |                  |           |
|--------------------------------|-----------------|-------------------|------------------|------------------|-----------|
| PMML Corp.                     | Private         | Shares & warrants | 50,000           | 591,519          | Under 10% |
| Posera Ltd.                    | Publicly-listed | Shares            | 99,666           | 48,300           | Under 10% |
| Primaria Medical (Canada) Inc. | Private         | Shares            | 63,000           | -                | Under 10% |
| Red Pine Exploration Inc.      | Publicly-listed | Warrants          | -                | 805              | Under 10% |
| Solarvest BioEnergy Inc.       | Publicly-listed | Shares            | 170,675          | 136,540          | Under 10% |
| Tuscany Energy Limited         | Publicly-listed | Shares            | 40,000           | -                | Under 10% |
| Umajin Limited                 | Private         | Shares            | 50,020           | 50,020           | Under 10% |
| Vitalhub Corp.                 | Publicly-listed | Shares            | 42,000           | 121,800          | Under 10% |
| WealthCraft Capital Inc.       | Publicly-listed | Shares            | 13,347           | 289,893          | Under 10% |
|                                |                 |                   | <b>3,554,055</b> | <b>4,975,421</b> |           |

**Results of Operations**

The Company's selected annual financial information as at and for the three (3) most recently completed financial years ended December 31 are summarized as follows:

|   | 2019         | 2018       | 2017       |
|---|--------------|------------|------------|
|   | \$           | \$         | \$         |
| Net investment (loss) income                      |              |            |            |
| (including interest and advisory services income) | (10,037,791) | 17,632,603 | 3,924,369  |
| (Loss) income from operations                     | (11,919,190) | 14,577,617 | 3,728,304  |
| Net (loss) income and comprehensive (loss) income | (10,077,619) | 10,590,795 | 1,658,028  |
| Net (loss) income per share – basic               | (0.09)       | 0.09       | 0.05       |
| Net (loss) income per share – diluted             | (0.09)       | 0.09       | 0.04       |
| Total assets                                      | 34,467,139   | 48,351,400 | 19,695,859 |
| Total liabilities                                 | 1,708,566    | 4,918,546  | 88,613     |
| Shareholders' equity                              | 32,758,573   | 43,432,853 | 19,607,256 |

The Company's selected financial results for the eight (8) most recently completed quarters are as follows:

|                                       | Q4 2019     | Q3 2019     | Q2 2019     | Q1 2019     |
|---------------------------------------|-------------|-------------|-------------|-------------|
|                                       | \$          | \$          | \$          | \$          |
| Investment revenue (loss) income      | (5,710,388) | (7,638,675) | (4,249,457) | 5,000,696   |
| Interest and advisory services income | 497,819     | 966,779     | 231,518     | 863,917     |
| Comprehensive (loss) income           | (5,886,817) | (5,207,962) | (2,685,940) | 3,703,100   |
| Working capital                       | 32,758,573  | 39,078,001  | 48,126,454  | 50,204,888  |
| Shareholders' equity                  | 32,758,573  | 38,828,001  | 44,209,321  | 47,226,668  |
| Net Asset Value per share (NAV)       | 0.29        | 0.34        | 0.38        | 0.41        |
| Shares outstanding                    | 111,172,693 | 112,672,693 | 113,563,693 | 117,849,644 |
|                                       | Q4 2018     | Q3 2018     | Q2 2018     | Q1 2018     |
|                                       | \$          | \$          | \$          | \$          |
| Investment revenue                    | 424,181     | 3,220,110   | 5,670,072   | 7,406,290   |
| Interest and advisory services income | 280,931     | 250,476     | 233,345     | 147,198     |
| Comprehensive income                  | (3,204,312) | 2,076,197   | 4,642,322   | 7,076,588   |
| Working capital                       | 45,297,547  | 45,710,647  | 41,038,623  | 36,945,506  |
| Shareholders' equity                  | 43,432,853  | 44,735,647  | 40,433,623  | 36,840,506  |
| Net Asset Value per share (NAV)       | 0.37        | 0.38        | 0.34        | 0.31        |
| Shares outstanding                    | 118,692,644 | 118,738,229 | 118,579,029 | 118,192,149 |

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

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#### Three Months Ended December 31, 2019

##### *Results of Operations*

During the three months ended December 31, 2019, the Company had a net investment loss of \$5,710,388, as compared to net investment revenue of \$424,181 for the three months ended December 31, 2018. The net investment loss in Q4 2019 is a direct result of the poor market performance especially in the cannabis sector in the second half of Fiscal 2019, which saw the Company's portfolio get hit by an unrealized loss of approximately \$4.3 million during the quarter (Q4 2018 – unrealized loss on investments of \$7,229,479). Amid the general downturn in the cannabis sector, the Company recorded realized loss on disposals of investments of \$1,445,034 during Q4 2019 (Q4 2018 – realized gains of \$7,653,660).

During Q4 2019, other income totaled \$497,819, as compared to other income of \$280,931 recorded in Q4 2018. Other income is comprised of interest income from loans and convertible debentures and advisory services. The increase in other income in Q4 2019 was primarily related to settlement of interest earned and accrued, on loans and convertible debentures investments which had been added into the Company's portfolio primarily during the second half of Fiscal 2019.

Total operating expenses for Q4 2019 decreased by \$395,288 from the comparative period, to \$535,388 (Q4 2018 – \$930,676). The decrease in operating expenses for the current quarter was primarily due to the fact that no bonus was recorded due to the negative performance of the portfolio. It was also attributed to other factors, including lower non-cash stock-based compensation recorded for \$181,629 (Q4 2018 – \$389,521) from vesting of options previously granted in Fiscal 2017 and 2018, lower professional fees of \$90,539 recorded in the quarter (Q4 2018 – \$120,699), and an allowance for ECL of \$206,556 (Q4 2018 – \$nil) recorded for convertible debentures past due its maturity .

The Company had also recorded an income tax expense of \$388,861 (Q4 2018 – \$2,089,054) and a deferred tax recovery provision of \$250,000 (Q4 2018 – deferred tax expense of \$889,694) during the quarter. The lower income tax expense and recovery provisions were recorded to provide for the estimated tax payable and deferred tax liability based on the lower performance of the investment portfolio, after adjusting for the final tax payable amount related to Fiscal 2019.

As a result of the above, for the three months ended December 31, 2019, the Company recorded a total operating loss of \$5,747,957, compared to a total operating loss of \$225,564 in Q4 2018. Net loss and comprehensive loss for the quarter was \$5,886,817 (loss of \$0.05 and \$0.05 per share on a basic and diluted basis, respectively), as compared to a net loss and comprehensive loss of \$3,204,312 (loss of \$0.03 and \$0.01 per share on a basic and diluted basis, respectively) for Q4 2018.

##### *Cash Flows*

Net cash generated from operating activities for the three months ended December 31, 2019 was \$51,825, as compared to cash flows generated from operations of \$151,013 in Q4 2018. Similar to the comparative period, the Company cashed out certain of its cannabis investments during the quarter for total proceeds of \$872,173 (Q4 2018 – \$9,182,068), as the Company tried to preserve cash during the market downturn. In Q4 2019, the Company had also maintained and drawn from a broker margin facility of \$613,711 (Q4 2018 – \$nil). While remaining prudent in our investment approach during the down market, the proceeds generated from these dispositions continued to provide as new funding for management to pursue more strategic investments.

Net cash used in financing activities for Q4 2019 was \$297,365, comprised of funds used to repurchase shares under the Bid for \$156,524. The Company also paid out a quarterly dividend of \$140,841 to its shareholders. In Q4 2018, net cash used in financing activities was \$241,584, comprised of a quarterly dividend payout of \$148,366 and a repurchase of shares under the Bid for \$226,781, offset by proceeds from warrant exercises of \$133,563, respectively.

#### Year Ended December 31, 2019

##### *Results of Operations*

During Fiscal, 2019, the Company recorded net investment loss of \$12,597,824, as compared to net investment revenue of \$16,720,653 generated in Fiscal 2018. The net investment loss for the Fiscal 2019 to date is comprised of realized loss on disposals of investments of \$594,370 (2018 – realized gains of \$11,028,165) and unrealized loss on investments of \$12,003,454 (2018 – unrealized gains of \$5,692,488). The substantial unrealized loss on investments for Fiscal 2019 in comparison to the prior year is a general reflection of the market conditions especially involving cannabis investments, as the Company receded much of the gains made in the strong Q1 quarter at the beginning of Fiscal 2019.

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

During Fiscal 2019, other income totaled \$2,560,033, as compared to other income of \$911,950 in Fiscal 2018. Other income is comprised of interest income from loans and convertible debentures and advisory services. The increase in other income in Fiscal 2019 was primarily related to interest earned and accrued on loans and convertible debentures investments, as the Company continued to diversify from simply holding stocks in its investment portfolio.

Total operating expenses for Fiscal 2019 decreased substantially as compared to the prior year. Primary expenses recorded during the year included non-cash stock-based compensation of \$808,350 (2018 – \$1,512,785) from vesting of options previously granted in Fiscal 2017 and 2018, professional fees of \$538,221 (2018 – \$339,979), an allowance for ECL of \$206,556 (2018 – \$nil) recorded for convertible debentures past due its maturity, and salaries and other employment benefits of \$170,201 (2018 – \$1,027,743, including a management bonus of approximately \$850,000), as no management bonus was recorded due to the negative performance of the portfolio for Fiscal 2019.

The Company had also recorded an income tax expense of \$23,123 (2018 – \$2,089,054) and a deferred tax recovery provision of \$1,864,694 (2018 – deferred tax expense of \$1,864,694) during the year, providing for the estimated tax payable and deferred tax liability based on performance of the investment portfolio, after adjusting for the final tax payable amount related to Fiscal 2019.

Net loss and comprehensive loss for the year ended December 31, 2019 was \$10,077,619 (loss of \$0.09 and \$0.09 per share on a basic and diluted basis, respectively), as compared to a net income and comprehensive income of \$10,590,795 (earnings of \$0.09 and \$0.09 per share on a basic and diluted basis, respectively) for Fiscal 2018.

#### Cash Flows

Net cash generated from operating activities for Fiscal 2019 was \$1,667,853, as compared to cash flows used in operations of \$20,115,290 in 2018. The Company cashed out certain of its cannabis investments during the year, while preserving cash and remaining prudent in our investment approach during the down market. The proceeds generated from these sales provided new sources of capital for management to pursue more strategic investments. For Fiscal 2019, the Company had also maintained and drawn from a broker margin facility of \$699,974 (2018 – \$nil).

Net cash used in financing activities for Fiscal 2019 was \$1,841,261, comprised of funds used to repurchase shares under the Bid for \$1,382,255 (2018 – \$397,461). The Company also paid out four (4) quarterly dividends totalling \$578,806 to its shareholders (2018 – \$562,025). Proceeds of \$119,800 were also received during the year from option exercises. In Fiscal 2018, net cash received from financing activities for was \$11,722,017, which included gross proceeds of \$13,139,610 raised from the March 2018 financing, net of cash issuance costs of \$1,152,509, and proceeds from option and warrant exercises of \$117,800 and \$576,602, respectively.

#### Liquidity and Capital Resources

|                                     | December 31,<br>2019 | December 31,<br>2018 | December 31,<br>2017 |
|-------------------------------------|----------------------|----------------------|----------------------|
|                                     | \$                   | \$                   | \$                   |
| Total assets                        | 34,467,139           | 48,351,400           | 19,695,869           |
| Total liabilities                   | 1,708,566            | 4,918,547            | 88,613               |
| Shareholders' capital               | 32,758,573           | 43,432,853           | 19,607,256           |
| Retained earnings                   | 4,000,881            | 12,627,021           | 2,598,251            |
| Net Asset Value per share – basic   | 0.29                 | 0.37                 | 0.21                 |
| Net Asset Value per share – diluted | 0.30                 | 0.39                 | 0.25                 |

The Company relies upon various sources of funding for its ongoing operating and investing activities. These sources include proceeds from disposals of investments, interest and dividend income earned from investments, consulting fees, and capital raising activities such as debt and equity private placement financings.

During the year ended December 31, 2019, the Company had paid total dividends of \$578,806 (2018 – \$562,025) to its shareholders, despite a shortfall of cash from operations. As disclosed in the Company's financial statements, when the Company raises funds from financings, it classifies this inflow as a "financing activity", whereas when these funds raised from financings are deployed, this outflow of net investments is classified as a deduction of operating cash flows. Therefore,

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

in periods where new funds are raised and deployed in any material extent, the Company's financial statements would show negative operating cash flows, and vice versa.

During the year ended December 31, 2019, the Company did not raise any funds from financing (2018 – \$11,987,101, net of issuance of \$1,152,509), but was able to deploy funds through turnovers with its investment portfolio, for a net redemption of \$595,514 (2018 – net deployment of \$19,945,806) into the investment portfolio.

The raising and deployment of funds are inextricably linked from a management point of view, as the Company will only deploy the funds after they have been raised. Therefore, the sustainability of paying dividends to shareholders is tied to the Company's ability over time to deploy funds to earn a quarterly return that is in excess of the payment of the quarterly dividend. In order to fund dividend payments, the Company has the discretion to use available cash or dispose of some of its public company investments for liquidity. Despite the favorable performance of the two (2) preceding fiscal years being somewhat offset by the net negative return on investments from the second half of Fiscal 2019, the Company anticipates that future dividends will be sustainable and it will reevaluate the payment of dividends to shareholders, as required.

Management believes that the Company will be able to generate sufficient cash to fund its normal course of operations through the course of purchases and disposals of existing investments.

#### Liabilities

The Company's present liabilities are limited to trade payables incurred in the normal course of business.

#### Related Party Transactions

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

##### *Key management personnel compensation*

The remuneration of directors and other members of key management personnel during the years ended December 31, 2019 and 2018 were as follows:

|                                    | 2019             | 2018             |
|------------------------------------|------------------|------------------|
|                                    | \$               | \$               |
| Salaries, bonus and other benefits | 170,201          | 1,017,243        |
| Professional fees                  | 231,820          | 178,744          |
| Stock-based compensation           | 755,997          | 1,395,842        |
|                                    | <b>1,158,018</b> | <b>2,591,829</b> |

During the year ended December 31, 2019, officers and directors of the Company were paid compensation benefits of \$170,201 (2018 – \$1,017,243, including a provision for management bonus of \$853,000, based on 5% of net investment income on a quarterly basis), for services rendered which was charged to salaries, bonus and other benefits. As at December 31, 2019, no management bonus had been recorded (December 31, 2018 – \$853,000 included in accounts payable and accrued liabilities).

During the year ended December 31, 2019, Roger Dent, Chief Executive Officer ("CEO"), and Eric Szustak, Chairman of the Company, were granted 2,375,000 and 125,000 DSUs, respectively, as partial payment of the management bonus related to the Company's portfolio performance, that was accrued for the year ended December 31, 2018. Upon distribution of the cash dividends paid on August 26, 2019 and November 27, 2019, the CEO and the Chairman of the Company were issued 45,935.39 and 2,417.65 additional DSUs, respectively, as adjustments in accordance with the terms of the DSU Plan.

During the year ended December 31, 2019, Peter Bilodeau, the President and a director of the Company, was paid \$33,900 (2018 – \$25,425) for consulting services provided to the Company, which are included in professional fees.

During the year ended December 31, 2019, Branson Corporate Services Ltd. ("Branson"), where Keith Li, the Chief Financial Officer ("CFO") of the Company is employed, were paid professional fees of \$196,620 (2018 – \$88,705), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees.

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

As at December 31, 2019, no balance was owed to Branson (December 31, 2018 – \$9,040; included in accounts payable and accrued liabilities), and \$40 was owed to the CFO for expense reimbursement and was included in accounts payable and accrued liabilities (December 31, 2018 – \$nil).

During the year ended December 31, 2019, Fogler, Rubinoff LLP (“Fogler”), a law firm in which Adam Szweras, a director of the Company, is also a partner, provided \$1,300 (2018 – \$54,114) of legal services to the Company, which are included in professional fees. As at December 31, 2019, no balance was owed to Fogler (December 31, 2018 – \$61; included in accounts payable and accrued liabilities).

During the year ended December 31, 2018, Bryan Knebel, the former CFO of the Company, was paid consulting fees of \$10,500 for accounting services provided to the Company up to his resignation in March 2018.

#### *Investments on companies with common management personnel*

As at December 31, 2019, the Company held investment positions in the following issuers with common officers and directors:

|  | <b>Investments</b>        | <b>Holdings</b>    | <b>Fair Value</b> |
|--|---------------------------|--------------------|-------------------|
|  |                           | <b>#</b>           | <b>\$</b>         |
| Harborside Inc. <sup>(1), (2), (3), (4)</sup>      | Subordinate voting shares | 197,318 shares     | 132,203           |
| Harborside Inc. <sup>(1), (2), (3), (4)</sup>      | Warrants                  | 61,315 warrants    | 427               |
| Nutritional High International Inc. <sup>(5)</sup> | Warrants                  | 1,250,250 warrants | 305               |
| Nutritional High International Inc. <sup>(5)</sup> | Convertible debentures    | 750 units          | 551,962           |
| Pharmadrug Inc. <sup>(1), (6)</sup>                | Common shares             | 4,100,000 shares   | 102,500           |
| Pharmadrug Inc. <sup>(1), (6)</sup>                | Warrants                  | 1,050,000 units    | 600               |
|  |                           |                    | <b>787,997</b>    |

(1) Keith Li is also the CFO of Pharmadrug Inc. (formerly Aura Health Inc.) and an officer of Harborside Inc. (formerly Lineage Grow Company Ltd.).

(2) Peter Bilodeau is also the Interim CEO and Chairman and a Director of Harborside Inc.

(3) Adam Szweras is also a Director of Harborside Inc.

(4) FLRish Inc. and Lineage Grow Company Ltd. completed an RTO transaction on May 30, 2019 and the resulting issuer was renamed Harborside Inc. All Lineage securities were exchanged into Harborside securities at an exchange ratio of 41.818182.

(5) Adam Szweras is also a Director of Nutritional High International Inc.

(6) Aura Health Inc. changed its name to Pharmadrug Inc. on October 21, 2019.

#### **Off-Balance Sheet Arrangements**

As at December 31, 2019 and the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company.

#### **Investor Relations**

During the years ended December 31, 2019 and 2018, Quinsam's management handled the Company's investor relations activities.

#### **Risk Management**

The Company is exposed in varying degrees to a variety of financial instrument related risks.

##### *Credit risk*

Credit risk is the risk that one (1) party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The risk in cash is managed through the use of major financial institutions which have high credit qualities as determined by rating agencies. The Company's secondary exposure to credit risk is on other receivables. As at December 31, 2019, the Company had recorded an allowance for ECL on a matured convertible debentures investment, which are included in receivables.

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

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#### *Foreign exchange risk*

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company invests from time to time into securities, debentures and loan investments issued and denominated in foreign currencies, notably in US dollars. The Company's primary exposure to foreign exchange risk is that investments in foreign securities may expose the Company to the risk of exchange rate fluctuations.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash at variable rates. The fair value of the Company's cash and convertible debentures and loan investments affected by changes in short-term interest rates will be minimal. The Company does not use any derivative instruments to reduce its exposure to interest rate risk.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and investments with reputable Canadian financial institutions.

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at December 31, 2019:

|  | <b>Carrying<br/>amount</b> | <b>Year 1</b> | <b>Year 2 to 3</b> | <b>Year 4 to 5</b> |
|--|----------------------------|---------------|--------------------|--------------------|
|  | <b>\$</b>                  | <b>\$</b>     | <b>\$</b>          | <b>\$</b>          |
| Accounts payable and accrued liabilities | 119,731                    | 119,731       | -                  | -                  |

#### *Market risk*

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices. A 1% change in closing trade price of the Company's investments portfolio would impact net income by \$323,776 based upon balances as at December 31, 2019.

### **Capital Management**

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds.

The Company's objectives when managing capital are:

- (a) to maintain sufficient liquidity to allow the Company to pursue business opportunities expeditiously; &
- (b) to earn investment returns while managing risk.

The Company's strategy remained unchanged for the years ended December 31, 2019 and 2018.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential investments and acquisitions. Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable. There were no changes in its approach to capital management for the years ended December 31, 2019 and 2018.

The Company is not subject to externally imposed capital requirements.

**QUINSAM CAPITAL CORPORATION**  
**Management's Discussion and Analysis**  
**For the year ended December 31, 2019**

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**Significant Accounting Judgments and Estimates**

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on a regular basis for reasonableness. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas which require management to make significant judgments, estimates and assumptions include, but are not limited to:

*Going concern*

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations.

*Fair value of investment in securities not quoted in an active market or private company investments*

Where the fair values of financial assets and financial liabilities recorded on the statements of financial position, including shares, warrants, convertible debentures and loans investments, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, management's judgment is required to establish fair values.

*Fair value of financial derivatives*

Investments in warrants and conversion features of debentures that are not traded on a recognized securities exchange do not have readily available market values. When there are sufficient and reliable observable market inputs, a valuation technique is used.

*Valuation of share-based compensation and share purchase warrants*

Management determines the costs for share-based compensation and share purchase warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying the valuation techniques. These assumptions and judgments include estimating the future volatility of the share price, expected dividend yield, future employee turnover rates and future share option and share purchase warrant exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based compensation and share purchase warrants.

*Income taxes*

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

*Expected credit losses on financial assets*

Determining an allowance for ECLs for all debt financial assets not held at fair value through profit or loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

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For accounts receivable, the Company applies the simplified approach as permitted by IFRS 9 – Financial Instruments (“IFRS 9”), whereby lifetime ECL are recognized based on aging characteristics and credit worthiness of customers. Specific provisions may be used where there is information that a specific customer’s ECL have increased.

#### Significant Accounting Policies

##### *Revenue*

Realized gains (losses) on disposals of investments and unrealized gains (losses) on securities classified as FVTPL are reflected in the statements of income (loss) and comprehensive income (loss) on the transaction date and are calculated on an average cost basis. For all financial instruments measured at amortized cost and interest-bearing financial assets, interest income or expenses are recorded using the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability.

Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition.

Other investment income is recognized on the accrual basis and is considered operating income for cash flow purposes.

##### *Financial Instruments*

###### Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (1) those to be measured subsequently at FVTPL; (2) those to be measured subsequently at fair value through other comprehensive income (“FVTOCI”); and (3) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at FVTPL, gains and losses are recorded in the statements of (loss) income and comprehensive (loss) income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified. The Company’s financial assets include cash, investments, and receivables excluding any sales tax amounts. The Company’s financial liabilities include its margin facility and accounts payable and accrued liabilities.

###### Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely payment of principal and interest (“SPPI”) criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

###### Expected credit loss impairment model

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company’s statements of (loss) income and comprehensive (loss) income from one (1) of its convertible debentures investments which matured during the year ended December 31, 2019.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

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#### Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category also includes debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in the statements of (loss) income and comprehensive (loss) income.

#### Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in other comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss). As at December 31, 2019, the Company did not have any financial assets at FVTOCI.

#### Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through the statements of (loss) income and comprehensive (loss) income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income (loss).

Investments are measured at FVTPL and are derecognized when the rights to receive cash flows from the investments have expired. When the Company holds units of equity and debentures that are convertible into issuers' equity shares at the Company's option, the warrants component and the equity conversion feature are recognized using the relative fair value method, and subsequently measured at FVTPL based on the fair value of the shares.

The Company's classification and measurements of financial assets and liabilities are summarized below:

|  | <b>Classification</b> | <b>Measurement</b> |
|--|-----------------------|--------------------|
| Cash                                     | Amortized cost        | Amortized cost     |
| Receivables                              | Amortized cost        | Amortized cost     |
| Investments                              | FVTPL                 | Fair value         |
| Margin facility                          | Amortized cost        | Amortized cost     |
| Accounts payable and accrued liabilities | Amortized cost        | Amortized cost     |

#### Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

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#### Determination of fair value

The determination of fair value requires judgment and is based on market information, where available and appropriate. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At the end of each reporting period, management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements:

- i. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1 of the fair value hierarchy.
- ii. For options, warrants and conversion features of debentures which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used. Valuation models such as the Black-Scholes valuation model (“Black-Scholes”) and the Monte Carlo simulation (“Monte Carlo”) are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at the date of valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security based on historical volatility. These are included in Level 2 of the fair value hierarchy.
- iii. Convertible debentures and loans issued by investee companies are generally valued at the price at which the instrument was issued. The Company regularly considers whether any indications of deterioration in the value of the underlying business exist, which suggest that the debt instrument will not be fully recovered. The fair value of convertible debentures is measured using valuation techniques such as Black-Scholes and Monte Carlo.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment and assumptions provided by management is required in establishing fair values. Judgments include consideration of inputs such as credit risk, discount rates, volatility, probability of certain triggering events, and share price of private company borrowers. Changes in assumptions relating to these factors could affect the reported fair value of the financial instruments. These are included in Level 3 of the fair value hierarchy.

#### Private company investments

All privately held investments (including options, warrants and conversion features) are initially recorded at the transaction price, being the fair value at the time of acquisition. At the end of each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These are included in Level 3 of the fair value hierarchy.

The determination of fair value of the Company's privately held investments at other than initial cost, is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

The use of the valuation approaches described below may involve uncertainties and determinations based on management's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the

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Company will also consider trends in general market conditions and the share performance of comparable publicly traded companies when valuing privately held investments.

The fair value of a privately held investment may be adjusted if:

- i. There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;
- ii. There have been significant corporate, political, or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;
- iii. The investee company is placed into receivership or bankruptcy;
- iv. Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;
- v. Release by the investee company of positive/negative operational results; and
- vi. Important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

Adjustments to the fair value of a privately held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

In addition, the amounts at which the Company's privately held investments could be currently disposed of may differ from the carrying value assigned.

#### *Foreign Currency Translation*

The Company invests from time to time on securities which are denominated in currencies other than Canadian dollars. On initial recognition, these investments are recorded by applying the foreign currency amount based on the spot exchange rate on the transaction date.

At the end of each reporting period, the investments are translated to the functional currency using the closing spot exchange rate. The resulting gain or loss is recorded as part of the net unrealized gain (loss) for the period in the statements of (loss) income and comprehensive (loss) income.

#### *Provisions*

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As at December 31, 2019 and 2018, the Company had no material provisions.

#### *Income Taxes*

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income (loss).

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Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the statements of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

*Share Capital*

In situations where the Company issues units, the value of units is bifurcated and the value of warrants is included as a separate reserve for warrants of the Company's equity.

*Share Issuance Costs*

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

*Share-Based Payments*

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of options is determined using Black-Scholes. The fair value of equity-settled share-based compensation transactions are recognized as an expense with a corresponding increase in share-based payments reserve.

The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

For options that expire after vesting, the recorded value is transferred to retained earnings. Expired warrants are also transferred to retained earnings.

The Company also operates a deferred share unit plan (the "DSU Plan"). DSUs are equity-settled share-based payments. DSUs are measured at the fair value on the date of grant, based on the closing price of the Company's shares on the grant date. Share-based compensation is recognized over the vesting period with a corresponding credit to deferred share units reserve. Under IFRS, the Company's DSUs are classified as equity-settled share-based payment transactions as they are settled in common shares at the sole discretion of the Company.

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*Basic and Diluted (Loss) Earnings per Share*

Basic (loss) earnings per share ("EPS") is calculated by dividing the comprehensive (loss) income attributable to common shareholders by the weighted average number of common shares outstanding in the period, adjusted for shares held in escrow that are subject to contingent release based on conditions other than the passage of time. For all periods presented, the earnings (loss) attributable to common shareholders equals the reported earnings attributable to owners of the Company.

Diluted EPS is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted (loss) earnings per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. When a loss is incurred during a period, basic and diluted loss per share are the same because the exercise of share equivalents is then considered to be "anti-dilutive".

*Related Party Transaction*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

*Changes in Accounting Policies*

The Company adopted the following standards, effective January 1, 2019. These changes were made in accordance with the applicable transitional provisions.

IFRS 16 – Leases ("IFRS 16")

IFRS 16 was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under 12 months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset ("RUA") and a lease liability. The RUA is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the RUA at cost less accumulated amortization and accumulated impairment. 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. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease.

The Company had reviewed its leasing arrangements outstanding as at January 1, 2019 and had assessed that there was no impact of adopting this new standard on the Company's financial statements.

*Recent Accounting Pronouncements*

As at the date of authorization of the Company's financial statements, the IASB and the IFRIC had issued the following new standards which are effective on or after January 1, 2020. The Company had assessed that the adoption of this new standard will not have a material impact on the financial statements.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

IAS 1 and IAS 8 were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020.

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**Outstanding Share Data**

As at April 29, 2020, the number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Quinsam are as follows:

| <b>Common Shares</b>    | <b>Number Outstanding</b> |
|-------------------------|---------------------------|
| Issued and Outstanding  | 111,172,693               |
| Issuable under DSU Plan | 2,581,884                 |
| Issuable under Options  | 7,800,000                 |
| Issuable under Warrants | 7,148,753                 |

**Segmented Information**

Quinsam's management is responsible for the Company's entire investments portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy, and the performance is evaluated on an overall basis.

Quinsam has a single reportable geographic segment, Canada, and all of the Company's management are based in Canada.

The internal reporting provided to management of the Company's assets, liabilities, and performance is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments during the year ended December 31, 2019 and 2018.

**Subsequent Events**

*Dividends*

On January 24, 2019, the Board approved a quarterly dividend of \$0.00125 per share. The dividend distribution was paid on February 25, 2020, to shareholders of record on February 4, 2020.

On April 28, 2020, the Board also approved a quarterly dividend of \$0.00125 per share. The dividend distribution will be paid on May 29, 2020 to shareholders of record on May 8, 2020.

*Warrants expiry*

On March 1, 2020, 11,201,517 Warrants exercisable at \$0.80 and 1,751,947 broker warrants exercisable at \$0.60, expired unexercised.

*COVID-19*

On January 30, 2020, the World Health Organization declared the coronavirus outbreak ("COVID-19") a "Public Health Emergency of International Concern" and on March 11, 2020, declared COVID-19 a pandemic. In the first quarter of 2020 through the date of this report, the local and global markets experienced significant losses by the worldwide spread of COVID-19, which may affect the Company's investment portfolio performance, and its ability to raise funds from the markets.

As of the date of these financial statements, the extent to which the COVID-19 pandemic impacts the Company's financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 pandemic and actions taken to contain it or its impact, among others.

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#### Risk Factors

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks occur, the Company's business, financial condition or results of operation may be adversely affected. In such case, the trading price of the Company's common shares could decline, and investors could lose all or part of their investment. The following is a summary of risks that could be applicable to the business of the Company:

##### *Portfolio exposure*

Given the nature of the Company's activities, its results of operations and financial condition are dependent upon the market value of securities that comprise the Company's investments portfolio. Quinsam invests primarily in small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows, but which may not ever mature or generate returns the Company expects or may require a number of years to do so.

Junior cannabis companies may never achieve commercial discoveries and productions. This may create an irregular pattern in the Company's revenue and profitability. Additionally, macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, and a disproportionate effect on the sectors as compared to the overall market, thereby negatively impacting one (1) or more of the portfolio Investees concurrently.

##### *Risks related to the US regulatory environment*

As a specialty investor focusing in the cannabis industry, the Company is making substantial investments in entities operating in a highly regulated industry which is rapidly evolving. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Investees incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the business units and, it may negatively affect the performance of the Company's investment portfolio.

The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Investees and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Investees' earnings and could make future capital investments or their operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

**The Company is expected to have a substantial portion of its revenues derived from its investments in Investees that are engaged in the cannabis industry in certain states of the US, which industry is illegal under US federal law. Quinsam is indirectly involved in marijuana-related activities in the US, through the entities held in the Company's investments portfolio, which may engage in the cultivation or distribution of marijuana in the US. The enforcement of relevant laws is a significant risk.**

**Over half of the states in the US have enacted legislation to regulate the sale and use of medical marijuana without limits on THC, while other states have regulated the sale and use of medical marijuana with strict limits on the levels of THC. Other US states had also legalized cannabis for adult use. Notwithstanding the permissive regulatory environment of medical or adult-use marijuana at the state level, marijuana continues to be categorized as a Schedule 1 controlled substance under the FCSA. As such, marijuana-related practices or activities, including without limitation, the cultivation, manufacture, importation, possession, use or distribution, are illegal under US federal law. Strict compliance with state laws with respect to marijuana will neither absolve the Company and its Investees of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against them. Any such proceedings brought against the Investees may adversely affect the Company's financial performance.**

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**Because of the conflicting views between state legislatures and the federal government of the US regarding marijuana, investments in marijuana businesses in the US are subject to inconsistent legislation, regulation, and enforcement. Unless and until the US Congress amends the FCSA with respect to marijuana or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which would adversely affect the current and future investments of the Company in the US. As a result of the tension between state and federal law, there are a number of risks associated with the Company's existing and future investments in the US.**

#### *Regulatory changes and compliance*

The Company's activities, as well as those of the Investees, are subject to regulation by governmental authorities. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required for certain of its Investees to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on these Investees' business and results of operations, which may negatively affect the performance of the Company's investment portfolio.

Certain Investees' operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of marijuana but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. The Company cannot predict the nature of any future laws, regulations, interpretations, policies or applications, nor can it determine what effect additional governmental regulations or administrative interpretations or procedures, when and if promulgated, could have on the Investees' operations. Changes to such laws, regulations and guidelines due to matters beyond the control of the Investees may cause adverse effects to the Company's operations.

Local, state and federal laws and regulations governing marijuana for medicinal and adult use purposes are broad in scope and are subject to evolving interpretations, which could require certain Investees the invest to incur substantial costs associated with bringing the operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Investees' operations and result in a material adverse effect on its financial performance. It is beyond the Company's scope to predict the nature of any future change to the existing laws, regulations, policies, interpretations or applications, nor can the Company determine what effect such changes, when and if promulgated, could have on the Company's investment portfolio.

#### *US federal laws on Marijuana Industry*

**Marijuana is illegal under US federal laws and enforcement of relevant laws is a significant risk.** Therefore, the business operations of many of the cannabis-related securities that the Company invests in, are dependent on US state laws pertaining to the marijuana industry. Continued development of the marijuana industry is dependent upon continued legislative authorization of marijuana at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt legal manufacturer and sale of marijuana, which would negatively impact the return on the Company's investment portfolio.

The concepts of "medical marijuana" and "retail marijuana" do not exist under US federal law. The FCSA classifies "marijuana" as a Schedule I drug. Under US federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the US, and a lack of safety for the use of the drug under medical supervision. As such, marijuana-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of marijuana are illegal under US federal law. Strict compliance with State laws with respect to marijuana will neither absolve the Company of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against the Investees.

Violations of any US federal law and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the US federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect, and as a result the Company, including their reputation and ability to conduct business,

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

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their holdings (directly or indirectly) of medical cannabis licenses in the US, and the listing of their securities on various stock exchanges, their financial position, operating results, profitability or liquidity or the market price of their publicly-traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

To the Company's knowledge, 33 states, the District of Columbia, Puerto Rico and Guam allow their residents to use medical marijuana as of the date of this MD&A. Voters in the states of Alaska, California, Colorado, Illinois, Maine, Massachusetts, Michigan, Nevada, Oregon, Vermont and Washington have approved and have implemented or are implementing regulations to legalize cannabis for adult use. The state laws are in conflict with the FCSA, which makes marijuana use and possession illegal on a national level. The Obama Administration has made numerous statements indicating that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by State-designated laws allowing the use and distribution of medical marijuana. However, there is no guarantee that the Trump Administration will not change the government's stated policy regarding the low-priority enforcement of federal laws and decide to enforce the federal laws to the fullest extent possible. Any such change in the federal government's enforcement of current federal laws could cause significant financial damage to the Investees and their stockholders, including the potential exposure to criminal liability.

The constant evolution of laws and regulations affecting the marijuana industry could detrimentally affect the Company's operations. Local, state and federal medical marijuana laws and regulations are broad in scope and subject to changing interpretations. These changes may require the Investees to incur substantial costs associated with legal and compliance fees and ultimately require the Investees to alter its business plan. Furthermore, violations of these laws, or alleged violations, could disrupt the business of the Investees and result in a material adverse effect on operations. In addition, the Company cannot predict the nature of any future laws, regulations, interpretations or applications, and it is possible that regulations may be enacted in the future that will be directly applicable to the business of the Investees, which could have on the Company's investment portfolio.

#### *There are risks associated with removal of U.S. Federal Budget Rider Protections*

The US Congress has passed appropriations bills (the "Leahy Amendment") each of the last four years to prevent the federal government from using congressionally appropriated funds to enforce federal marijuana laws against regulated medical marijuana actors operating compliance with state and local laws. The 2018 Consolidated Appropriations Act was passed by Congress on March 23, 2018 and included the re-authorization of the Leahy Amendment. It continued in effect up to September 30, 2018, the last day of fiscal year 2018. These protections were subsequently extended through December 7, 2018 as part of a short-term continuation of appropriations. Following the much-publicized shutdown of the US Federal Government, the Consolidated Appropriations Act of 2019 was signed into law on February 15, 2019 with a key amendment intact (Section 538) (the "Joyce Amendment").

On June 20, 2019, the House voted 267–165 to approve a broader amendment that, in addition to protecting state medical cannabis programs, also protected recreational use. On September 26, 2019, the Senate Appropriations Committee declined to take up the broader amendment but did approve the Rohrabacher–Farr Amendment for the 2020 fiscal year spending bill. On September 27, 2019, the amendment was renewed as part of a stopgap spending bill, in effect through November 21, 2019. On December 20, 2019, the amendment was renewed through the signing of the "Fiscal Year 2020 spending legislation", effective through to September 30, 2020.

US courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate US federal law, US courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with state law – could be prosecuted for violations of US federal law. If Congress restores funding, the US federal government will have the authority to prosecute individuals for violations of the law before it lacked funding under the FCSA's five-year statute of limitations.

#### *Local regulation could change and negatively impact on the Company's operations*

Most US states that permit marijuana for adult-use or medical use provide local municipalities with the authority to prevent the establishment of medical or adult use marijuana businesses in their jurisdictions. If local municipalities where the Investees or their Licensed Operators have established facilities decide to prohibit marijuana businesses from operating, the

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

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Investees or their Licensed Operators could be forced to relocate operations at great cost to the Investees, and the Investees or their Licensed Operators may have to cease operations in such state entirely if alternative facilities cannot be secured.

#### *Reliance on securing agreements with Licensed Producers*

The regulatory framework in most states may restrict the Investees from obtaining a License to grow, store and sell marijuana products. As such, these Investees rely on securing agreements with Licensed Producers in the targeted jurisdictions that have been able to obtain a License with the appropriate regulatory authorities. Failure of a Licensed Producer to comply with the requirements of their License or any failure to maintain their License would have a material adverse impact on the business, financial condition and operating results of the Investees, and indirectly, the operations of the Company. Should the regulatory authorities not grant a License or grant a License on different terms unfavorable to the Licensed Operators, and should the Investees be unable to secure alternative Licensed Operators, the business, financial condition and results of the operation of the Investees would be materially adversely affected.

If the US federal government changes its approach to the enforcement of laws relating to marijuana, the Investees would need to seek to replace those tenants with non-marijuana tenants, who would likely pay lower rents. It is likely that the Investees would realize an economic loss on its capital acquisitions and improvements made to its capital assets specific to the marijuana industry, and the Investees would likely lose all or substantially all of its investments in the markets affected by such regulatory changes.

The Investees may have advanced, and may continue to advance, significant funds to potential sellers in the form of promissory notes, which the Investees may not be able to collect if the sellers fail to profitably operate its business. There is no assurance that any or all of the amounts loaned will be recovered by the Investees.

#### *Reliance on third-party suppliers, manufacturers and contractors*

Some of the Investees may intend to maintain a full supply chain for the provision of products and services to the regulated cannabis industry. Due to the uncertain regulatory landscape for regulating cannabis in Canada and the US, these Investees' third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for the Investees' operations. Loss of these suppliers, manufacturers and contractors may have a material adverse effect on the Investees' business and operational results, which could have on the Company's investment portfolio.

#### *Cash flows and revenue*

The Company generates revenue and cash flows primarily from proceeds from the disposition of its investments, in addition to a lesser degree income from interest, dividend and financial advisory services. The availability of these sources of funds and the amount of funds generated from these sources are dependent upon various factors, most of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to the Company, or if the value of the Company's investments decline, resulting in lesser proceeds of disposition and capital losses for the Company upon disposition.

#### *Share prices of investments*

The Company's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the control of the Company, including quarterly variations in the subject companies' results of operations, changes in earnings, analyst estimates, industry conditions and general market and economic conditions. Such fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results.

#### *Private or illiquid securities*

The Company invests in securities of private issuers with a near term plan to complete a going public transaction. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for a private company investment or that the Company will otherwise be able to realize a return on such investments. The Company may also invest in illiquid securities of public issuers. A period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and

## QUINSAM CAPITAL CORPORATION

### Management's Discussion and Analysis

For the year ended December 31, 2019

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the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy.

#### *Dependence on management*

The Company is dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's continued success will depend upon the continued service of these individuals who are not obligated to remain employed with the Company. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm the Company's ability to maintain and grow existing assets and raise additional funds in the future.

#### *Limited market for securities*

There can be no assurance that an active and liquid market for the Company's shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

#### *The market price of securities is volatile and may not accurately reflect the long-term value of the Company*

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares or Warrants to sell their securities at an advantageous price. Market price fluctuations in the shares and warrants may be due to the Company's operating results or its US Investees' operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the shares and warrants.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the shares and warrants may decline even if the Company's investment results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in investment values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the shares and warrants may be materially adversely affected.

#### *Additional financing requirements*

The Company anticipates ongoing requirements for funds to support the Company's growth and may seek to obtain additional funds for these purposes through public or private equity share offerings. There are no assurances that additional funding will be available to the Company at all, on acceptable terms or prices. Any additional equity financings may cause shareholders to experience dilution. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its investment portfolio.

#### *Ability to access public and private capital*

The Company has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. Since the Company had started making investments in entities operating in the cannabis market as a focused specialty investor, it has completed private placement financings, including the October 2017 Offering which raised \$2.4 million of capital, the December 2017 Offering which raised \$11.5 million, and the March 2018 Offering which raised \$13.1 million for the Company. Although the Company has accessed private financing in the past, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants, given that marijuana is illegal under US federal law. There can be no assurance that additional financing, if raised privately, will be available to the Company when needed or on terms which are acceptable. The Company has never needed to access public equity capital in the US.

**QUINSAM CAPITAL CORPORATION**  
**Management's Discussion and Analysis**  
**For the year ended December 31, 2019**

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*Operating risk and insurance coverage*

The Company's insurance coverage is intended to address all material risks to which it is exposed and is adequate and customary in its current state of operations. However, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

*Internal controls*

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and materially adversely affect the trading price of the Company's common shares.

*Liability for activity of employees, contractors and consultants*

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims or regulatory enforcement actions against the Company. Failure to comply with relevant laws could result in fines, suspension of licenses and civil or criminal action being taken against the Company. Consequently, the Company is subject certain risks, including that employees, contractors and consultants may inadvertently fail to follow the law or purposefully neglect to follow the law, either of which could result in material adverse effects to the financial condition of the Company.

*Disruption of business*

Conditions or events including, but not limited to, those listed below could disrupt the Company's and its Investees' operations, increase operating expenses, resulting in delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (see also, "Public Health Crises, including COVID-19"); (iii) political instability, social and labour unrest, war or terrorism; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road.

*Public health crises*

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond our control, including the current outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in consumer activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time.

Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic

## **QUINSAM CAPITAL CORPORATION**

### **Management's Discussion and Analysis**

**For the year ended December 31, 2019**

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locations impacted by an outbreak. At this point, the extent to which COVID-19 may impact the Company is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

#### **Use of Non-GAAP Financial Measures**

This MD&A contains references to "net asset value per share" (basic and diluted) ("NAV") which is a non-GAAP financial measure. NAV is calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. NAV (diluted) is calculated as total assets less total liabilities divided by the total number of common shares of the Company outstanding as at a specific date, calculated based upon the assumption that all outstanding securities of the Company that are convertible into or exercisable for common shares have been converted or exercised. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable GAAP financial measure presented in Quinsam's financial statements and thus no applicable quantitative reconciliation for such non-GAAP financial measure. The Company believes that the measure provides information useful to its shareholders in understanding our performance and may assist in the evaluation of the Company's business relative to that of its peers.

#### **Disclosure of Internal Controls over Financial Reporting**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements; and (ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

#### **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, 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. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and our ability to generate taxable income from operations, our ability to realize sufficient proceeds

## **QUINSAM CAPITAL CORPORATION**

### **Management's Discussion and Analysis**

**For the year ended December 31, 2019**

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from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, the US and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of the Company's portfolio investments are located, and other risks included elsewhere in this MD&A under the headings "Risk Factors" and "Financial Instruments" and in the Company's current annual information form and other public disclosure documents filed with certain Canadian securities regulatory authorities and available under Quinsam's profile at [www.sedar.com](http://www.sedar.com).

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. 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 forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

#### **Management's Responsibility for Financial Information**

Management is responsible for all information contained in this MD&A. The unaudited condensed interim financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the unaudited condensed interim financial statements in all material aspects.

The Audit Committee has reviewed the Company's financial statements and this MD&A with management of Quinsam. The Board of the Company has approved the financial statements and this MD&A on the recommendation of the Audit Committee.

#### **Additional Information**

Additional information relating to Quinsam, including its annual management information circular for the Company's most recently completed financial year, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**April 29, 2020**

Roger Dent  
Chief Executive Officer

**QUINSAM CAPITAL CORPORATION**  
**FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(EXPRESSED IN CANADIAN DOLLARS)**



## Independent Auditor's Report

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To the Shareholders of Quinsam Capital Corporation:

### Opinion

We have audited the financial statements of Quinsam Capital Corporation (the "Company"), which comprise the statements of financial position as at December 31, 2019 and December 31, 2018, and the statements of (loss) income and comprehensive (loss) income, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and December 31, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Patrycja Anna Kajda.

Mississauga, Ontario

April 28, 2020

*MNP* LLP  
Chartered Professional Accountants

Licensed Public Accountants

**QUINSAM CAPITAL CORPORATION**  
**STATEMENTS OF FINANCIAL POSITION**  
**(Expressed in Canadian Dollars)**

|   | As at<br>December 31,<br>2019 | As at<br>December 31,<br>2018 |
|---|-------------------------------|-------------------------------|
|   | \$                            | \$                            |
| <b><u>Assets</u></b>                                      |                               |                               |
| Cash  | 674,266                       | 847,674                       |
| Receivables (Note 4)                                      | 1,409,274                     | 2,175,263                     |
| Investments (Note 5)                                      | 32,377,557                    | 45,323,137                    |
| Prepaid expenses  | 6,042                         | 5,326                         |
| <b>Total Assets</b>                                       | <b>34,467,139</b>             | <b>48,351,400</b>             |
| <b><u>Liabilities</u></b>                                 |                               |                               |
| Margin facility   | 699,974                       | -                             |
| Accounts payable and accrued liabilities (Notes 6 and 11) | 119,731                       | 964,799                       |
| Income tax payable (Note 12)                              | 888,861                       | 2,089,054                     |
| Deferred tax liability (Note 12)                          | -                             | 1,864,694                     |
| <b>Total Liabilities</b>                                  | <b>1,708,566</b>              | <b>4,918,547</b>              |
| <b><u>Shareholders' Equity</u></b>                        |                               |                               |
| Share capital (Note 7)                                    | 21,773,113                    | 22,934,751                    |
| Deferred share units reserve (Note 8)                     | 442,521                       | -                             |
| Share-based payments reserve (Note 9)                     | 2,387,201                     | 1,685,939                     |
| Warrants reserve (Note 10)                                | 4,154,857                     | 6,185,142                     |
| Retained earnings   | 4,000,881                     | 12,627,021                    |
| <b>Total Shareholders' Equity</b>                         | <b>32,758,573</b>             | <b>43,432,853</b>             |
| <b>Total Liabilities and Shareholders' Equity</b>         | <b>34,467,139</b>             | <b>48,351,400</b>             |

Nature of operations (Note 1)  
Subsequent events (Note 16)

**Approved on behalf of the Board of Directors**

**"Roger Dent"** (Director)

**"Eric Szustak"** (Director)

The accompanying notes are an integral part of these financial statements

**QUINSAM CAPITAL CORPORATION**  
**STATEMENTS OF (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(Expressed in Canadian Dollars)**

|  | 2019         | 2018        |
|--|--------------|-------------|
|  | \$           | \$          |
| <b>Net Investment Revenue</b>                                  |              |             |
| Net realized (loss) gains on disposals of investments (Note 5) | (594,370)    | 11,028,165  |
| Net changes in unrealized (loss) gains on investments (Note 5) | (12,003,454) | 5,692,488   |
|  | (12,597,824) | 16,720,653  |
| <b>Other Income</b>  |              |             |
| Interest and advisory services income                          | 2,560,033    | 911,950     |
| <b>Expenses</b>  |              |             |
| Stock-based compensation (Notes 8 and 9)                       | 808,350      | 1,512,785   |
| Professional fees (Note 11)                                    | 538,221      | 339,979     |
| Allowance for expected credit losses (Note 4)                  | 206,556      | -           |
| Salaries, bonus and other employment benefits (Note 11)        | 170,201      | 1,027,743   |
| Interest expense   | 77,868       | -           |
| General and administrative                                     | 44,490       | 93,544      |
| Transfer agent and filing fees                                 | 32,994       | 42,948      |
| Advertising and promotional                                    | 2,719        | 37,987      |
|  | (1,881,399)  | (3,054,986) |
| <b>Net (Loss) Income Before Tax</b>                            | (11,919,190) | 14,577,617  |
| Income tax (expense) – current (Note 12)                       | (23,123)     | (2,089,054) |
| Income tax recovery (expense) – deferred (Note 12)             | 1,864,694    | (1,864,694) |
| Other expenses   | -            | (33,074)    |
| <b>Net (Loss) Income and Comprehensive (Loss) Income</b>       | (10,077,619) | 10,590,795  |
| <b>Net (Loss) Income per Share</b>                             |              |             |
| Basic (Note 7)   | (0.09)       | 0.09        |
| Diluted (Note 7)   | (0.09)       | 0.09        |
| <b>Weighted Average Number of Shares Outstanding</b>           |              |             |
| Basic (Note 7)   | 115,516,549  | 114,477,090 |
| Diluted (Note 7)   | 115,574,993  | 120,810,949 |

The accompanying notes are an integral part of these financial statements

**QUINSAM CAPITAL CORPORATION**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Expressed in Canadian Dollars)

|  | Share Capital      |                   |                      | Reserves             |                  |                   |                   | Total |
|--|--------------------|-------------------|----------------------|----------------------|------------------|-------------------|-------------------|-------|
|  | Number of Shares   | Amount            | Deferred Share Units | Share-Based Payments | Warrants         | Retained Earnings |                   |       |
|  | #                  | \$                | \$                   | \$                   | \$               | \$                | \$                |       |
| <b>Balance, December 31, 2017</b>                  | <b>93,522,986</b>  | <b>13,251,814</b> | -                    | <b>246,446</b>       | <b>3,510,745</b> | <b>2,598,251</b>  | <b>19,607,256</b> |       |
| Issuance of dividends                              | -                  | -                 | -                    | -                    | -                | (562,025)         | (562,025)         |       |
| Issuance of units from private placements (Note 7) | 22,403,034         | 10,763,133        | -                    | -                    | 3,311,450        | -                 | 14,074,583        |       |
| Share issue costs (Notes 7 and 9)                  | -                  | (1,671,488)       | -                    | -                    | (415,994)        | -                 | (2,087,482)       |       |
| Repurchase of shares (Note 7)                      | (600,000)          | (397,461)         | -                    | -                    | -                | -                 | (397,461)         |       |
| Issuance on exercise of stock options (Note 9)     | 1,178,000          | 191,092           | -                    | (73,292)             | -                | -                 | 117,800           |       |
| Issuance on exercise of warrants (Note 10)         | 2,188,624          | 797,661           | -                    | -                    | (221,059)        | -                 | 576,602           |       |
| Stock-based compensation (Note 9)                  | -                  | -                 | -                    | 1,512,785            | -                | -                 | 1,512,785         |       |
| Net income and comprehensive income                | -                  | -                 | -                    | -                    | -                | 10,590,795        | 10,590,795        |       |
| <b>Balance, December 31, 2018</b>                  | <b>118,692,644</b> | <b>22,934,751</b> | -                    | <b>1,685,939</b>     | <b>6,185,142</b> | <b>12,627,021</b> | <b>43,432,853</b> |       |
| Issuance of dividends                              | -                  | -                 | -                    | -                    | -                | (578,806)         | (578,806)         |       |
| Repurchase of shares (Note 7)                      | (8,717,951)        | (1,382,255)       | -                    | -                    | -                | -                 | (1,382,255)       |       |
| Issuance of deferred share units (Note 8)          | -                  | -                 | 442,521              | -                    | -                | -                 | 442,521           |       |
| Issuance on exercise of stock options (Note 7)     | 1,198,000          | 220,617           | -                    | (100,817)            | -                | -                 | 119,800           |       |
| Stock-based compensation (Note 9)                  | -                  | -                 | -                    | 802,079              | -                | -                 | 802,079           |       |
| Expiry of warrants (Note 10)                       | -                  | -                 | -                    | -                    | (2,030,285)      | 2,030,285         | -                 |       |
| Net loss and comprehensive loss                    | -                  | -                 | -                    | -                    | -                | (10,077,619)      | (10,077,619)      |       |
| <b>Balance, December 31, 2019</b>                  | <b>111,172,693</b> | <b>21,773,113</b> | <b>442,521</b>       | <b>2,387,201</b>     | <b>4,154,857</b> | <b>4,000,881</b>  | <b>32,758,573</b> |       |

The accompanying notes are an integral part of these financial statements

**QUINSAM CAPITAL CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(Expressed in Canadian Dollars)**

|  | 2019               | 2018                |
|--|--------------------|---------------------|
|  | \$                 | \$                  |
| <b>Operating Activities</b>                                    |                    |                     |
| Net (loss) income for the year                                 | (10,077,619)       | 10,590,795          |
| Adjustments for non-cash items:                                |                    |                     |
| Stock-based compensation (Notes 8 and 9)                       | 808,350            | 1,512,785           |
| Net realized loss (gains) on disposals of investments (Note 5) | 594,370            | (11,028,165)        |
| Unrealized loss (gains) on investments (Note 5)                | 12,003,454         | (5,692,488)         |
| Interest accrued on debenture investments (Note 4)             | (257,889)          | (622,169)           |
| Allowance for expected credit losses (Note 4)                  | 206,556            | -                   |
| Foreign exchange (gain) loss                                   | (247,758)          | 199,742             |
| Income tax expense – current (Note 12)                         | 23,123             | -                   |
| Income tax (recovery) expense – deferred (Note 12)             | (1,864,694)        | 1,864,694           |
|  | <b>1,187,893</b>   | <b>(3,174,806)</b>  |
| Changes in non-cash working capital:                           |                    |                     |
| Receivable (Note 4)  | 817,323            | 25,870              |
| Prepaid expenses   | (716)              | (3,267)             |
| Accounts payable and accrued liabilities (Notes 6 & 11)        | (408,819)          | 889,685             |
| Income tax payable (Note 12)                                   | (1,223,316)        | 2,089,054           |
| Unearned interest revenue                                      | -                  | (13,500)            |
|  | <b>(815,528)</b>   | <b>2,987,842</b>    |
| Net additions in investments                                   |                    |                     |
| Purchases of investments (Note 5)                              | (15,331,364)       | (39,521,047)        |
| Proceeds on disposition of investments (Note 5)                | 15,926,878         | 19,592,721          |
| Funds drawn from margin facility                               | 699,974            | -                   |
|  | <b>1,295,488</b>   | <b>(19,928,326)</b> |
| <b>Cash Flows from (used in) Operating Activities</b>          | <b>1,667,853</b>   | <b>(20,115,290)</b> |
| <b>Financing Activities</b>                                    |                    |                     |
| Proceeds from private placements (Note 7)                      | -                  | 13,139,610          |
| Share issue costs (Note 7)                                     | -                  | (1,152,509)         |
| Repurchase of common shares (Note 7)                           | (1,382,255)        | (397,461)           |
| Proceeds from exercise of stock options (Note 7)               | 119,800            | 117,800             |
| Proceeds from exercise of warrants (Note 7)                    | -                  | 576,602             |
| Issuance of dividends  | (578,806)          | (562,025)           |
| <b>Cash Flows (used in) from Financing Activities</b>          | <b>(1,841,261)</b> | <b>11,722,017</b>   |
| <b>Decrease in cash</b>  | <b>(173,408)</b>   | <b>(8,393,273)</b>  |
| Cash, beginning of year  | 847,674            | 9,240,947           |
| <b>Cash, end of year</b>                                       | <b>674,266</b>     | <b>847,674</b>      |

The accompanying notes are an integral part of these financial statements

**QUINSAM CAPITAL CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(Expressed in Canadian Dollars)**

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**1. NATURE OF OPERATIONS**

Quinsam Capital Corporation (“Quinsam” or the “Company”) was incorporated under the Canada Business Corporations Act on March 18, 2004 in British Columbia. The Company is an investment and merchant banking firm focused on the small-cap market, with early-stage investments in the cannabis market. The Company’s common shares are listed on the Canadian Securities Exchange (the “CSE”) under the ticker symbol “QCA”.

The Company is domiciled in Canada and its registered and records office is located at 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1, Canada.

**2. BASIS OF PREPARATION**

**(a) Statement of Compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies set out below were consistently applied to all periods presented unless otherwise noted.

These financial statements were reviewed, approved and authorized for issue by the Board of Directors (the “Board”) of the Company on April 28, 2020.

**(b) Basis of Presentation**

These financial statements have been prepared in accordance with IFRS accounting principles applicable to a going concern, using the historical cost basis except for the revaluation of investments.

In addition, these financial statements have been prepared using the accrual basis of accounting.

**(c) Basis of Consolidation**

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary after eliminating inter-entity balances and transactions.

The following are the criteria within IFRS 10 – Consolidated Financial Statements, which the Company used to evaluate and determine that it continues to meet the definition of an Investment Entity:

- Obtain funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company has evaluated the above criteria and determine that Quinsam meets the definition of an Investment Entity. On the other hand, High Standard Royalty Corp. (“High Standard”), the investment entity which Quinsam had acquired in 2017, is not itself an investment entity and whose main purpose and activities are providing services relating to the Company’s investment activities. As such, the Company had concluded that High Standard should be carried at fair value.

**(d) Functional and Presentation Currency**

These financial statements have been prepared in Canadian dollars (\$), which is also the functional currency of the Company. The functional currency is the currency of the primary economic environment in which the Company operates.

**QUINSAM CAPITAL CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2019 AND 2018**  
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**2. BASIS OF PREPARATION (continued)**

**(e) Significant Accounting Judgments and Estimates**

The preparation of these financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas which require management to make significant judgments, estimates and assumptions include, but are not limited to:

*Going concern*

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations.

*Fair value of investment in securities not quoted in an active market or private company investments*

Where the fair values of financial assets and financial liabilities recorded on the statements of financial position, including shares, warrants, convertible debentures and loans investments, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, management's judgment is required to establish fair values.

*Fair value of financial derivatives*

Investments in warrants and conversion features of debentures that are not traded on a recognized securities exchange do not have readily available market values. When there are sufficient and reliable observable market inputs, a valuation technique is used.

*Valuation of share-based compensation and share purchase warrants*

Management determines the costs for share-based compensation and share purchase warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying the valuation techniques. These assumptions and judgments include estimating the future volatility of the share price, expected dividend yield, future employee turnover rates and future share option and share purchase warrant exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based compensation and share purchase warrants.

*Income taxes*

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

**QUINSAM CAPITAL CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**2. BASIS OF PREPARATION (continued)**

**(e) Significant Accounting Judgments and Estimates (continued)**

*Expected credit losses on financial assets*

Determining an allowance for expected credit losses (“ECLs”) for all debt financial assets not held at fair value through profit or loss (“FVTPL”) requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management’s judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

For accounts receivable, the Company applies the simplified approach as permitted by IFRS 9 – Financial Instruments (“IFRS 9”), whereby lifetime ECL are recognized based on aging characteristics and credit worthiness of customers. Specific provisions may be used where there is information that a specific customer’s ECL have increased.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**(a) Revenue**

Realized gains (losses) on disposals of investments and unrealized gains (losses) on securities classified as FVTPL are reflected in the statements of (loss) income and comprehensive (loss) income on the transaction date and are calculated on an average cost basis. For all financial instruments measured at amortized cost and interest-bearing financial assets, interest income or expenses are recorded using the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability.

Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition.

Other investment income is recognized on the accrual basis and is considered operating income for cash flow purposes.

**(b) Financial Instruments**

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

*Classification*

The Company classifies its financial assets and financial liabilities in the following measurement categories: (1) those to be measured subsequently at FVTPL; (2) those to be measured subsequently at fair value through other comprehensive income (“FVTOCI”); and (3) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at FVTPL, gains and losses are recorded in the statements of (loss) income and comprehensive (loss) income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified. The Company’s financial assets include cash, investments, and receivables excluding any sales tax amounts. The Company’s financial liabilities include its margin facility and accounts payable and accrued liabilities.

*Amortized cost*

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely payment of principal and interest (“SPPI”) criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

**QUINSAM CAPITAL CORPORATION**  
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**(Expressed in Canadian Dollars)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(b) Financial Instruments (continued)**

*Expected credit loss impairment model*

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company's statements of (loss) income and comprehensive (loss) income from one (1) of its convertible debentures investments which matured during the year ended December 31, 2019 (see Note 4).

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

*Fair value through profit or loss*

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category also includes debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in the statements of (loss) income and comprehensive (loss) income.

*Financial assets at fair value through other comprehensive income*

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in other comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss). As at December 31, 2019, the Company did not have any financial assets at FVTOCI.

*Measurement*

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through the statements of (loss) income and comprehensive (loss) income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income (loss).

Investments are measured at FVTPL and are derecognized when the rights to receive cash flows from the investments have expired. When the Company holds units of equity and debentures that are convertible into issuers' equity shares at the Company's option, the warrants component and the equity conversion feature are recognized using the relative fair value method, and subsequently measured at FVTPL based on the fair value of the shares.

**QUINSAM CAPITAL CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**(Expressed in Canadian Dollars)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(b) Financial Instruments (continued)**

The Company's classification and measurements of financial assets and liabilities are summarized below:

|  | <b>Classification</b> | <b>Measurement</b> |
|--|-----------------------|--------------------|
| Cash                                     | Amortized cost        | Amortized cost     |
| Receivables                              | Amortized cost        | Amortized cost     |
| Investments                              | FVTPL                 | Fair value         |
| Margin facility                          | Amortized cost        | Amortized cost     |
| Accounts payable and accrued liabilities | Amortized cost        | Amortized cost     |

*Derecognition*

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

*Determination of fair value*

The determination of fair value requires judgment and is based on market information, where available and appropriate. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At the end of each reporting period, management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements:

- i. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1 of the fair value hierarchy (see Note 5).
- ii. For options, warrants and conversion features of debentures which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used. Valuation models such as the Black-Scholes valuation model ("Black-Scholes") and the Monte Carlo simulation ("Monte Carlo") are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at the date of valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security based on historical volatility. These are included in Level 2 of the fair value hierarchy (see Note 5).

**QUINSAM CAPITAL CORPORATION**  
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**YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(Expressed in Canadian Dollars)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(b) Financial Instruments (continued)**

*Determination of fair value (continued)*

- iii. Convertible debentures and loans issued by investee companies are generally valued at the price at which the instrument was issued. The Company regularly considers whether any indications of deterioration in the value of the underlying business exist, which suggest that the debt instrument will not be fully recovered. The fair value of convertible debentures is measured using valuation techniques such as Black-Scholes and Monte Carlo.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment and assumptions provided by management is required in establishing fair values. Judgments include consideration of inputs such as credit risk, discount rates, volatility, probability of certain triggering events, and share price of private company borrowers. Changes in assumptions relating to these factors could affect the reported fair value of the financial instruments. These are included in Level 3 of the fair value hierarchy (see Note 5).

Private company investments

All privately held investments (including options, warrants and conversion features) are initially recorded at the transaction price, being the fair value at the time of acquisition. At the end of each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These are included in Level 3 of the fair value hierarchy (see Note 5).

The determination of fair value of the Company's privately held investments at other than initial cost, is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

The use of the valuation approaches described below may involve uncertainties and determinations based on management's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will also consider trends in general market conditions and the share performance of comparable publicly traded companies when valuing privately held investments.

The fair value of a privately held investment may be adjusted if:

- i. There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;
- ii. There have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;
- iii. The investee company is placed into receivership or bankruptcy;
- iv. Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;
- v. Release by the investee company of positive/negative operational results; and
- vi. Important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

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**(Expressed in Canadian Dollars)**

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**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(b) Financial Instruments (continued)**

*Determination of fair value (continued)*

Private company investments (continued)

Adjustments to the fair value of a privately held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

In addition, the amounts at which the Company's privately held investments could be currently disposed of may differ from the carrying value assigned.

**(c) Foreign Currency Translation**

The Company invests from time to time on securities which are denominated in currencies other than Canadian dollars. On initial recognition, these investments are recorded by applying the foreign currency amount based on the spot exchange rate on the transaction date.

At the end of each reporting period, the investments are translated to the functional currency using the closing spot exchange rate. The resulting gain or loss is recorded as part of the net unrealized gain (loss) for the period in the statements of (loss) income and comprehensive (loss) income.

**(d) Provisions**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As at December 31, 2019 and 2018, the Company had no material provisions.

**(e) Income Taxes**

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income (loss).

*Current income taxes*

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

*Deferred income taxes*

Deferred income taxes are recorded for temporary differences at the date of the statements of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(e) Income Taxes (continued)**

*Deferred income taxes (continued)*

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

**(f) Share Capital**

In situations where the Company issues units, the value of units is bifurcated and the value of warrants is included as a separate reserve for warrants of the Company's equity.

**(g) Share Issuance Costs**

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

**(h) Share-Based Payments Transactions**

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of options is determined using Black-Scholes. The fair value of equity-settled share-based compensation transactions are recognized as an expense with a corresponding increase in share-based payments reserve.

The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

For options that expire after vesting, the recorded value is transferred to retained earnings. Expired warrants are also transferred to retained earnings.

The Company also operates a deferred share unit plan (the "DSU Plan"). DSUs are equity-settled share-based payments. DSUs are measured at the fair value on the date of grant, based on the closing price of the Company's shares on the grant date. Share-based compensation is recognized over the vesting period with a corresponding credit to deferred share units reserve. Under IFRS, the Company's DSUs are classified as equity-settled share-based payment transactions as they are settled in common shares at the sole discretion of the Company.

**(i) Basic and Diluted (Loss) Earnings per Share**

Basic (loss) earnings per share ("EPS") is calculated by dividing the comprehensive (loss) income attributable to common shareholders by the weighted average number of common shares outstanding in the period, adjusted for shares held in escrow that are subject to contingent release based on conditions other than the passage of time. For all periods presented, the earnings (loss) attributable to common shareholders equals the reported earnings attributable to owners of the Company.

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**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(i) Basic and Diluted (Loss) Earnings per Share (continued)**

Diluted EPS is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted (loss) earnings per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. When a loss is incurred during a period, basic and diluted loss per share are the same because the exercise of share equivalents is then considered to be “anti-dilutive”.

**(j) Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

**(k) Changes in Accounting Policies**

The Company adopted the following standards, effective January 1, 2019. These changes were made in accordance with the applicable transitional provisions.

*IFRS 16 – Leases (“IFRS 16”)*

IFRS 16 was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under 12 months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset (“RUA”) and a lease liability. The RUA is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the RUA at cost less accumulated amortization and accumulated impairment. 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. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease.

The Company had reviewed its leasing arrangements outstanding as at January 1, 2019 and had assessed that there was no impact of adopting this new standard on the Company’s financial statements.

**(l) Recent Accounting Pronouncements**

As at the date of authorization of these financial statements, the IASB and the IFRS Interpretations Committee had issued the following new standards which are effective on or after January 1, 2020. The Company had assessed that the adoption of this new standard will not have a material impact on the financial statements.

*IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”)*

IAS 1 and IAS 8 were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020.

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**4. RECEIVABLES**

|                                    | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|------------------------------------|------------------------------|----------------------|
|                                    | <b>\$</b>                    | <b>\$</b>            |
| Interest receivable <sup>(i)</sup> | <b>1,348,330</b>             | 643,605              |
| Other receivables <sup>(ii)</sup>  | <b>60,944</b>                | 1,003,458            |
| Taxes recoverable <sup>(iii)</sup> | -                            | 528,200              |
| <b>Total receivables</b>           | <b>1,409,274</b>             | <b>2,175,263</b>     |

<sup>(i)</sup> As at December 31, 2019, the Company has accrued interest income of \$1,348,330 (December 31, 2018 – \$643,605), from its convertible debentures and loan investments.

<sup>(ii)</sup> During year ended December 31, 2019, the Company held certain debt private placements of an investee company which had matured. As at December 31, 2019, an amount of \$267,500 (December 31, 2018 – Nil) is due from such investee company. As the proceeds are more than 30 days past due maturity, an allowance for ECL of \$206,566 was recorded by the Company on the investment.

During the year ended December 31, 2018, the Company participated in certain private placements of investee companies which did not close as planned. Funds advanced for such investment subscriptions for \$1,003,458 had been returned to the Company during the current year.

<sup>(iii)</sup> During the year ended December 31, 2018, non-resident tax was withheld on the deemed disposition of the shares of an investee entity upon the completion of a going-public transaction in the United States (the “US”). During the current year, the Company received the full refund amount.

**5. INVESTMENTS**

The Company’s investments portfolio consisted of the following securities as at December 31, 2019:

| <b>Investments</b>       | <b>Cost</b>       | <b>Fair Value</b> |                  |                   | <b>Total fair value</b> |
|--------------------------|-------------------|-------------------|------------------|-------------------|-------------------------|
|                          |                   | <b>Level 1</b>    | <b>Level 2</b>   | <b>Level 3</b>    |                         |
|                          | <b>\$</b>         | <b>\$</b>         | <b>\$</b>        | <b>\$</b>         | <b>\$</b>               |
| Equities                 | 17,367,040        | 5,232,102         | -                | 12,535,246        | 17,767,348              |
| Warrants                 | 3,024,241         | 26,702            | 316,347          | 1,473,649         | 1,816,698               |
| Convertible debentures   | 8,226,938         | -                 | 4,596,571        | 3,142,779         | 7,739,350               |
| Loans                    | 5,031,480         | -                 | -                | 5,054,161         | 5,054,161               |
| <b>Total investments</b> | <b>33,649,699</b> | <b>5,258,804</b>  | <b>4,912,918</b> | <b>22,205,835</b> | <b>32,377,557</b>       |

The Company’s investments portfolio consisted of the following securities as at December 31, 2018:

| <b>Investments</b>       | <b>Cost</b>       | <b>Fair Value</b> |                  |                   | <b>Total fair value</b> |
|--------------------------|-------------------|-------------------|------------------|-------------------|-------------------------|
|                          |                   | <b>Level 1</b>    | <b>Level 2</b>   | <b>Level 3</b>    |                         |
|                          | <b>\$</b>         | <b>\$</b>         | <b>\$</b>        | <b>\$</b>         | <b>\$</b>               |
| Equities                 | 18,003,981        | 11,036,173        | -                | 19,831,980        | 30,868,153              |
| Warrants                 | 2,962,583         | -                 | 761,192          | 2,005,999         | 2,767,191               |
| Convertible debentures   | 6,846,674         | -                 | 2,686,840        | 4,903,782         | 7,590,622               |
| Loans                    | 4,031,480         | -                 | -                | 4,097,171         | 4,097,171               |
| <b>Total investments</b> | <b>31,844,718</b> | <b>11,036,173</b> | <b>3,448,032</b> | <b>30,838,932</b> | <b>45,323,137</b>       |

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**5. INVESTMENTS (continued)**

*Level 3 fair value hierarchy*

The following table presents the changes in fair value measurements classified at Level 3 of the fair value hierarchy. The financial instruments are measured at fair value utilizing non-observable market inputs. The net realized gains (loss) on disposals of investments and the net change in unrealized gains (loss) on investments are recognized in the statements of (loss) income and comprehensive (loss) income.

|                   | Opening<br>balance | Purchases /<br>loans | Transfers /<br>conversions | Proceeds    | Net<br>realized<br>gains (loss) | Net<br>unrealized<br>gains (loss) | Ending<br>balance |
|-------------------|--------------------|----------------------|----------------------------|-------------|---------------------------------|-----------------------------------|-------------------|
|                   | \$                 | \$                   | \$                         | \$          | \$                              | \$                                | \$                |
| December 31, 2019 | 30,838,932         | 7,483,041            | (13,862,229)               | (1,550,000) | (404,798)                       | (299,111)                         | 22,205,835        |
| December 31, 2018 | 4,345,206          | 19,862,833           | (2,963,892)                | (5,456,800) | 4,145,293                       | 10,906,292                        | 30,838,932        |

Within Level 3, the Company included private company investments and other investment instruments such as convertible debentures and loans which are not quoted on a recognized securities exchange. The key assumptions used in the valuation of these instruments include, but are not limited to, the value at which a recent financing was done by the investee, company-specific information, trends in general market conditions and the share performance of comparable publicly traded companies.

The following table presents the valuation techniques and the nature of significant inputs used to determine the fair values of the Level 3 investments as at December 31, 2019:

| Investments            | Total fair<br>value | Method                          | Unobservable inputs                         | Range of inputs                               |
|------------------------|---------------------|---------------------------------|---|---|
|                        | \$                  |                                 |   |   |
| Equities               | 12,535,246          | Transaction price               | Recent purchase price                       | N/A   |
| Warrants               | 1,473,649           | Black-Scholes                   | Market prices, volatility,<br>discount rate | 90% – 100% volatility                         |
| Convertible debentures | 3,142,779           | Black-Scholes or<br>Monte Carlo | Market prices, volatility,<br>discount rate | 90% – 100% volatility,<br>20.5% discount rate |
| Loans                  | 5,054,161           | Discounted cash<br>flows        | Discount rate                               | 8% – 12%                                      |
|                        | <b>22,205,835</b>   |                                 |   |   |

Within Level 3 of the fair value hierarchy, for those investments valued based on recent financings, management has determined that there are no reasonably possible alternative assumptions that would change the fair value significantly as at December 31, 2019 and 2018. For those investments valued based on trends in comparable publicly traded companies and general market conditions, the inputs can be highly judgmental. A 10% change in the fair value of these investments would result in a corresponding +/- \$2,220,584 (December 31, 2018 +/- \$3,083,893) change to the fair value of the investments. The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of these investments. Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of these investments.

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**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

|   | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|---|------------------------------|----------------------|
|   | \$                           | \$                   |
| Trade payables and other accrued liabilities          | <b>119,731</b>               | 111,789              |
| Management bonus payable                              | -                            | 853,000              |
| <b>Total accounts payable and accrued liabilities</b> | <b>119,731</b>               | 964,799              |

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding incurred in the normal course of business.

The following is an aged analysis of the accounts payable and accrued liabilities:

|   | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|---|------------------------------|----------------------|
|   | \$                           | \$                   |
| Less than 90 days                                     | <b>57,469</b>                | 424,002              |
| Greater than 90 days                                  | <b>62,262</b>                | 540,797              |
| <b>Total accounts payable and accrued liabilities</b> | <b>119,731</b>               | 964,799              |

**7. SHARE CAPITAL**

*Authorized share capital*

The Company is authorized to issue an unlimited number of common shares and preferred shares without par value. The preferred shares may be issued in one (1) or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. The Company has not issued any preferred shares to date.

Common shares issued and outstanding as at December 31, 2019 and 2018 are as follows:

|   | <b>Number of<br/>common shares</b> | <b>Amount</b>     |
|---|------------------------------------|-------------------|
|   | #                                  | \$                |
| <b>Balance, December 31, 2017</b>       | <b>93,522,986</b>                  | <b>13,251,814</b> |
| Shares issued from private placements   | 22,403,034                         | 10,763,133        |
| Share issuance costs                    | -                                  | (1,671,488)       |
| Repurchase of common shares             | (600,000)                          | (397,461)         |
| Shares issued from exercise of options  | 1,178,000                          | 191,092           |
| Shares issued from exercise of warrants | 2,188,624                          | 797,661           |
| <b>Balance, December 31, 2018</b>       | <b>118,692,644</b>                 | <b>22,934,751</b> |
| Repurchase of common shares             | (8,717,951)                        | (1,382,255)       |
| Issuance on exercise of stock options   | 1,198,000                          | 220,617           |
| <b>Balance, December 31, 2019</b>       | <b>111,172,693</b>                 | <b>21,773,113</b> |

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**7. SHARE CAPITAL (continued)**

*Share capital transactions for the year ended December 31, 2019*

On January 16, 2019, a total of 843,000 common shares of the Company, comprised of 781,000 common shares previously repurchased for \$226,781 under the normal course issuer bid (the “Bid”) which began since August 2018, and 62,000 common shares repurchased for \$14,317 on January 8, 2019, were cancelled and returned to the Treasury. Under the Bid, all common shares were purchased on the open market through the facilities of the CSE, and payment for the common shares was made in accordance with CSE policies. The price paid for the common shares was the prevailing market price at the time of purchase.

On June 6, 2019, 1,800,000 common shares repurchased for \$370,476 were cancelled and returned to the Treasury.

On June 26, 2019, 2,485,951 common shares repurchased for \$500,532 were cancelled and returned to the Treasury.

On July 11, 2019, 89,000 common shares repurchased for \$16,138 were cancelled and returned to the Treasury.

On September 25, 2019, 2,000,000 common shares repurchased for \$324,268 were cancelled and returned to the Treasury.

On December 24, 2019, 1,500,000 common shares repurchased for \$156,524 were also cancelled and returned to the Treasury.

During the year ended December 31, 2019, 1,198,000 common shares were issued as a result of the exercise of options for cash proceeds of \$119,800.

*Share capital transactions for the year ended December 31, 2018*

On March 1, 2018, the Company closed a brokered private placement financing (“March 2018 Offering”) of 21,899,349 units (“Units”) at a price of \$0.60 per Unit, for gross proceeds of \$13,139,609. Each Unit consists of one (1) common share (“Common Share”) and one-half (1/2) of a warrant (“Warrant”). Each Warrant entitles the holder to purchase one (1) Common Share of the Company at a price of \$0.80 per Common Share, expiring on March 1, 2020.

In conjunction with the March 2018 Offering, the Company issued 503,685 Units and paid a cash commission of \$1,051,169 to agents. The agents also received 1,751,947 finders’ warrants exercisable at a price of \$0.60 for 24 months following closing of the offering (see Note 10).

On August 6, 2018, the Company began the Bid to purchase up to 5,928,951 common shares, representing 5% of its issued and outstanding common shares.

As at December 31, 2018, 600,000 common shares of the Company repurchased for \$170,680 had been cancelled and returned to the Treasury, and 781,000 additional common shares repurchased for \$226,781 were subsequently returned to the Treasury on January 16, 2019.

During the year ended December 31, 2018, 1,178,000 common shares were issued as a result of the exercise of options for cash proceeds of \$117,800.

During the year ended December 31, 2018, 2,188,624 common shares were also issued as a result of the exercise of warrants for cash proceeds of \$576,602.

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**7. SHARE CAPITAL (continued)**

*Basic and diluted loss per share*

The calculations of basic and diluted EPS for the year ended December 31, 2019 were based on the net loss from operations attributable to common shareholders of \$10,077,619 (2018 – net income of \$10,590,795) and the weighted average number of basic common shares outstanding of 115,516,549 (2018 – 114,477,090) and diluted common shares of 115,574,993 (2018 – 120,810,949).

The details of the computation of basic and diluted (loss) earnings per share are as follows:

|  | 2019                | 2018        |
|--|---------------------|-------------|
|  | \$                  | \$          |
| <b>Net (Loss) Income and Comprehensive (Loss) Income</b>     | <b>(10,077,619)</b> | 10,590,795  |
|  | #                   | #           |
| Basic weighted-average number of shares outstanding          | <b>115,516,549</b>  | 114,477,090 |
| Assumed conversion of dilutive stock options and warrants    | <b>58,444</b>       | 6,333,859   |
| <b>Diluted weighted-average number of shares outstanding</b> | <b>115,574,993</b>  | 120,810,949 |
|  | \$                  | \$          |
| Basic EPS  | <b>(0.09)</b>       | 0.09        |
| Diluted EPS  | <b>(0.09)</b>       | 0.09        |

**8. DEFERRED SHARE UNITS RESERVE**

On April 29, 2019, the Company established a DSU Plan, which was approved at the Company’s annual shareholders’ meeting held on June 25, 2019. Under the DSU Plan, one (1) DSU is equivalent in value to one (1) common share of the Company. The maximum number of shares that are issuable under the DSU Plan, and in combination with all other equity incentive plans at any time, shall not exceed 10% of the issued and outstanding common shares of the Company. The maximum number of shares issuable to Insiders under the DSU Plan, at any time, shall not exceed 10% of the issued common shares, and the maximum number of DSUs which may be granted to any one (1) person under the DSU Plan, in any 12 month period, shall not exceed 5% of the issued common shares calculated on the grant date of such DSU.

All DSUs credited under the DSU Plan shall remain in DSU accounts and shall be settled or forfeited in accordance with the terms of the DSU Plan. Whenever cash dividends or distributions are paid on the common shares of the Company, additional DSUs will be credited to a participant’s DSU account. The number of such additional DSUs will be calculated by multiplying the per share dividend rate by the number of DSUs held at that time in the participant’s DSU account.

Any vesting conditions for DSUs shall be determined by the Compensation and Corporate Governance Committee of the Board of the Company. Notwithstanding any other provision of the DSU Plan, the Board may in its sole discretion accelerate and/or waive any vesting or other conditions for all or any DSUs for any participant at any time.

On June 25, 2019, the Company granted 2,500,000 DSUs to certain of its officers, as partial payment of the management bonus related to the Company’s portfolio performance, that was accrued for the year ended December 31, 2018. The DSUs vested immediately on grant and were valued at \$436,250, based on the Company’s closing share price on the date of grant.

On August 26, 2019, the Company paid a quarterly dividend of \$0.00125 per common share to shareholders of record on August 9, 2019. On distribution of the cash dividends, the Company had granted an additional 16,891.89 DSUs at a price of \$0.185 to certain of its officers. These DSUs were valued at \$3,125 and recorded as stock-based compensation during the year ended December 31, 2019.

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**8. DEFERRED SHARE UNITS RESERVE (continued)**

On November 27, 2019, the Company paid another quarterly dividend of \$0.00125 per common share to shareholders of record on November 6, 2019. On distribution of the cash dividends, the Company had granted an additional 31,461.15 DSUs at a price of \$0.10 to certain of its officers. These DSUs were valued at \$3,146 and recorded as stock-based compensation during the year ended December 31, 2019.

**9. SHARE-BASED PAYMENTS RESERVE**

The Company maintains a stock option plan (the “Plan”) whereby certain key employees, officers, directors and consultants may be granted stock options for common shares of the Company. The maximum number of common shares that are issuable under the Plan is limited to 10% of the number of outstanding common shares. As at December 31, 2019, the Company had 3,317,269 common shares that are issuable under the Plan.

Under the Plan, the exercise price of each option may not be less than the market price of the Company’s stock as calculated on the date of grant less an applicable discount. Options can be granted for a maximum term of five (5) years and vesting periods are determined by the Board.

The following summarizes the stock option activity for the years ended December 31, 2019 and 2018:

|                                       | December 31, 2019  |                                 | December 31, 2018 |                                 |
|---------------------------------------|--------------------|---------------------------------|-------------------|---------------------------------|
|                                       | Number of options  | Weighted average exercise price | Number of options | Weighted average exercise price |
|                                       | #                  | \$                              | #                 | \$                              |
| <b>Outstanding, beginning of year</b> | <b>8,998,000</b>   | <b>0.44</b>                     | 7,576,000         | 0.33                            |
| Granted                               | -                  | -                               | 2,600,000         | 0.60                            |
| Exercised                             | <b>(1,198,000)</b> | <b>0.10</b>                     | (1,178,000)       | 0.10                            |
| <b>Outstanding, end of year</b>       | <b>7,800,000</b>   | <b>0.49</b>                     | 8,998,000         | 0.44                            |
| <b>Exercisable, end of year</b>       | <b>5,143,426</b>   | <b>0.49</b>                     | 3,631,651         | 0.36                            |

*Option grants for the year ended December 31, 2019*

There were no option grants during the year ended December 31, 2019.

*Option grants for the year ended December 31, 2018*

On March 19, 2018, the Company granted 2,600,000 stock options to various officers and directors of the Company. The options are exercisable at \$0.60 per share and vest equally over a period of three (3) years. The options were valued using Black-Scholes, with the following assumptions: expected volatility of 123% based on historical volatility of the Company, expected dividend yield of 1.11%, risk-free interest rate of 2.00% and an expected life of five (5) years. The grant date fair value attributable to these options was \$894,992, of which \$313,463 was recorded as stock-based compensation in connection with the vesting of these options during the year ended December 31, 2019 (2018 – \$428,039).

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**9. SHARE-BASED PAYMENTS RESERVE (continued)**

The following table summarizes information of stock options outstanding and exercisable as at December 31, 2019:

| <b>Date of expiry</b> | <b>Number of options outstanding</b> | <b>Weighted average exercise price</b> | <b>Number of options exercisable</b> | <b>Weighted average exercise price</b> | <b>Weighted average remaining contractual life</b> |
|-----------------------|--------------------------------------|--|--------------------------------------|--|--|
|                       | <b>#</b>                             | <b>\$</b>                              | <b>#</b>                             | <b>\$</b>                              | <b>Years</b>                                       |
| July 1, 2020          | 200,000                              | 0.13                                   | 179,956                              | 0.13                                   | 0.50   |
| October 19, 2022      | 600,000                              | 0.295                                  | 440,000                              | 0.295                                  | 2.80   |
| October 19, 2022      | 100,000                              | 0.30                                   | 73,333                               | 0.30                                   | 2.80   |
| December 22, 2022     | 4,300,000                            | 0.48                                   | 2,902,009                            | 0.48                                   | 2.98   |
| March 19, 2023        | 2,600,000                            | 0.60                                   | 1,548,128                            | 0.60                                   | 3.22   |
|                       | <b>7,800,000</b>                     | <b>0.49</b>                            | <b>5,143,426</b>                     | <b>0.49</b>                            | <b>2.98</b>  |

**10. WARRANTS RESERVE**

The following summarizes the warrant activity for the years ended December 31, 2019 and 2018:

|                                       | <b>December 31, 2019</b>  |  | <b>December 31, 2018</b>  |  |
|---------------------------------------|---------------------------|--|---------------------------|--|
|                                       | <b>Number of warrants</b> | <b>Weighted average exercise price</b> | <b>Number of warrants</b> | <b>Weighted average exercise price</b> |
|                                       | <b>#</b>                  | <b>\$</b>                              | <b>#</b>                  | <b>\$</b>                              |
| <b>Outstanding, beginning of year</b> | <b>51,289,156</b>         | <b>0.46</b>                            | 40,220,268                | 0.35                                   |
| Issued                                | -                         | -                                      | 11,201,517                | 0.80                                   |
| Issued                                | -                         | -                                      | 1,751,947                 | 0.60                                   |
| Issued                                | -                         | -                                      | 304,048                   | 0.40                                   |
| Exercised                             | -                         | -                                      | (2,188,624)               | 0.26                                   |
| Expired                               | <b>(7,164,998)</b>        | <b>0.30</b>                            | -                         | -                                      |
| Expired                               | <b>(482,441)</b>          | <b>0.15</b>                            | -                         | -                                      |
| Expired                               | <b>(23,539,500)</b>       | <b>0.40</b>                            | -                         | -                                      |
| <b>Outstanding, end of year</b>       | <b>20,102,217</b>         | <b>0.60</b>                            | 51,289,156                | 0.46                                   |

*Warrant issuances for the year ended December 31, 2019*

There were no warrants issuances during the year ended December 31, 2019.

*Warrant issuances for the year ended December 31, 2018*

On March 1, 2018, the Company issued 10,949,675 Warrants, at an exercise price of \$0.80, in conjunction with the March 2018 Offering, as disclosed in Note 7. The grant date fair value of the 10,949,675 Warrants issued was estimated to be \$2,618,463 using Black-Scholes with the following assumptions: expected volatility of 121% based on historical volatility of the Company, expected dividend yield of 1.04%, risk-free interest rate of 1.76% and an expected life of two (2) years. In conjunction with the private placement, 251,842 Warrants were issued as part of the Agents' Units as compensation to the private placement offering. These warrants were valued using Black-Scholes with the following assumptions: market price of \$0.48, expected volatility of 121% based on historical volatility of the Company, expected dividend yield of 1.043%, risk-free interest rate of 1.76% and an expected life of two (2) years.

**QUINSAM CAPITAL CORPORATION**  
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**10. WARRANTS RESERVE (continued)**

*Warrant issuances for the year ended December 31, 2018 (continued)*

In addition, 1,751,947 broker warrants, exercisable at \$0.60 per share expiring in two (2) years, were also issued as compensation for the finders' involvement in the offering. These finders' warrants were valued at \$632,763 using Black-Scholes with the following assumptions: market price of \$0.60, expected volatility of 121% based on historical volatility of the Company, expected dividend yield of 0.83%, risk-free interest rate of 1.76% and an expected life of two (2) years.

The following table summarizes information of warrants outstanding as at December 31, 2019:

| <b>Date of expiry</b> | <b>Number of<br/>warrants<br/>outstanding</b> | <b>Exercise price</b> | <b>Weighted average<br/>remaining<br/>contractual life</b> |
|-----------------------|---|-----------------------|--|
|                       | <b>#</b>                                      | <b>\$</b>             | <b>Years</b>   |
| March 1, 2020         | 1,751,947                                     | 0.60                  | 0.17   |
| March 1, 2020         | 11,201,517                                    | 0.80                  | 0.17   |
| October 17, 2020      | 4,000,000                                     | 0.30                  | 0.80   |
| December 11, 2020     | 2,844,705                                     | 0.25                  | 0.95   |
| December 11, 2020     | 304,048                                       | 0.40                  | 0.95   |
|                       | <b>20,102,217</b>                             | <b>0.60</b>           | <b>0.41</b>  |

**11. RELATED PARTY TRANSACTIONS AND BALANCES**

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

*Key management personnel compensation*

The remuneration of directors and other members of key management personnel during the years ended December 31, 2019 and 2018 were as follows:

|  | <b>2019</b>      | <b>2018</b> |
|--|------------------|-------------|
|  | <b>\$</b>        | <b>\$</b>   |
| Salaries, bonus and other benefits       | <b>170,201</b>   | 1,017,243   |
| Professional fees                        | <b>231,820</b>   | 178,744     |
| Stock-based compensation (Notes 8 and 9) | <b>755,997</b>   | 1,395,842   |
|  | <b>1,158,018</b> | 2,591,829   |

During the year ended December 31, 2019, officers and directors of the Company were paid compensation benefits of \$170,201 (2018 – \$1,017,243, including a provision for management bonus of \$853,000, based on 5% of net investment income on a quarterly basis), for services rendered which was charged to salaries, bonus and other benefits. As at December 31, 2019, no management bonus had been recorded (December 31, 2018 – \$853,000 included in accounts payable and accrued liabilities).

During the year ended December 31, 2019, Roger Dent, Chief Executive Officer ("CEO"), and Eric Szustak, Chairman of the Company, were granted 2,375,000 and 125,000 DSUs, respectively, as partial payment of the management bonus related to the Company's portfolio performance, that was accrued for the year ended December 31, 2018. Upon distribution of the cash dividends paid on August 26, 2019 and November 27, 2019, the CEO and the Chairman of the Company were issued 45,935.39 and 2,417.65 additional DSUs, respectively, as adjustments in accordance with the terms of the DSU Plan.

**QUINSAM CAPITAL CORPORATION**  
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**11. RELATED PARTY TRANSACTIONS AND BALANCES (continued)**

*Key management personnel compensation (continued)*

During the year ended December 31, 2019, Peter Bilodeau, the President and a director of the Company, was paid \$33,900 (2018 – \$25,425) for consulting services provided to the Company, which are included in professional fees.

During the year ended December 31, 2019, Branson Corporate Services Ltd. (“Branson”), where Keith Li, the Chief Financial Officer (“CFO”) of the Company is employed, were paid professional fees of \$196,620 (2018 – \$88,705), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees. As at December 31, 2019, no balance was owed to Branson (December 31, 2018 – \$9,040; included in accounts payable and accrued liabilities), and \$40 was owed to the CFO for expense reimbursement and was included in accounts payable and accrued liabilities (December 31, 2018 – \$nil).

During the year ended December 31, 2019, Fogler, Rubinoff LLP (“Fogler”), a law firm in which Adam Szweras, a director of the Company, is also a partner, provided \$1,300 (2018 – \$54,114) of legal services to the Company, which are included in professional fees. As at December 31, 2019, no balance was owed to Fogler (December 31, 2018 – \$61; included in accounts payable and accrued liabilities).

During the year ended December 31, 2018, Bryan Knebel, the former CFO of the Company, was paid consulting fees of \$10,500 for accounting services provided to the Company up to his resignation in March 2018.

*Investments on companies with common management personnel*

As at December 31, 2019, the Company held investment positions in the following issuers with common officers and directors:

|  | <b>Investments</b>        | <b>Holdings</b>    | <b>Fair Value</b> |
|--|---------------------------|--------------------|-------------------|
|  |                           | <b>#</b>           | <b>\$</b>         |
| Harborside Inc. <sup>(1), (2), (3), (4)</sup>      | Subordinate voting shares | 197,318 shares     | 132,203           |
| Harborside Inc. <sup>(1), (2), (3), (4)</sup>      | Warrants                  | 61,315 warrants    | 427               |
| Nutritional High International Inc. <sup>(5)</sup> | Warrants                  | 1,250,250 warrants | 305               |
| Nutritional High International Inc. <sup>(5)</sup> | Convertible debentures    | 750 units          | 551,962           |
| Pharmadrug Inc. <sup>(1), (6)</sup>                | Common shares             | 4,100,000 shares   | 102,500           |
| Pharmadrug Inc. <sup>(1), (6)</sup>                | Warrants                  | 1,050,000 units    | 600               |
|  |                           |                    | <b>787,997</b>    |

(1) Keith Li is also the CFO of Pharmadrug Inc. (formerly Aura Health Inc.) and an officer of Harborside Inc. (formerly Lineage Grow Company Ltd.).

(2) Peter Bilodeau is also the Interim CEO and Chairman and a Director of Harborside Inc.

(3) Adam Szweras is also a Director of Harborside Inc.

(4) FLRish Inc. and Lineage Grow Company Ltd. completed an RTO transaction on May 30, 2019 and the resulting issuer was renamed Harborside Inc. All Lineage securities were exchanged into Harborside securities at an exchange ratio of 41.818182.

(5) Adam Szweras is also a Director of Nutritional High International Inc.

(6) Aura Health Inc. changed its name to Pharmadrug Inc. on October 21, 2019.

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**12. INCOME TAXES**

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2018 – 26.5%) to the effective tax rate as follows:

|  | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|--|------------------------------|----------------------|
|  | \$                           | \$                   |
| Net (loss) income before income taxes  | <b>(11,919,190)</b>          | 14,544,543           |
| Expected income tax (recovery) expense | <b>(3,158,585)</b>           | 3,854,304            |
| Tax rate changes and other adjustments | -                            | 1,020,921            |
| Permanent differences                  | <b>214,485</b>               | (69,547)             |
| Changes in tax benefits not recognized | <b>1,102,529</b>             | (851,930)            |
| <b>Income tax (recovery) expense</b>   | <b>(1,841,571)</b>           | 3,953,748            |

*Income taxes*

The following table summarizes the major components of income tax expense (recovery):

|                                      | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|--------------------------------------|------------------------------|----------------------|
|                                      | \$                           | \$                   |
| Current tax expense                  | <b>23,123</b>                | 2,089,054            |
| Deferred tax (recovery) expense      | <b>(1,864,694)</b>           | 1,864,694            |
| <b>Income tax (recovery) expense</b> | <b>(1,841,571)</b>           | 3,953,748            |

*Deferred tax*

The following table summarizes the components of deferred tax:

|                                   | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|-----------------------------------|------------------------------|----------------------|
|                                   | \$                           | \$                   |
| <u>Deferred tax assets</u>        |                              |                      |
| Share issuance costs              | -                            | 753,008              |
| <u>Deferred tax liabilities</u>   |                              |                      |
| Marketable securities             | -                            | (2,617,702)          |
| <b>Net deferred tax liability</b> | <b>-</b>                     | <b>(1,864,694)</b>   |

*Movement in net deferred tax liabilities*

|                                 | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|---------------------------------|------------------------------|----------------------|
|                                 | \$                           | \$                   |
| Balance, beginning of year      | <b>(1,864,694)</b>           | -                    |
| Recognized in net income (loss) | <b>1,864,694</b>             | (1,864,694)          |
| <b>Balance, end of year</b>     | <b>-</b>                     | <b>(1,864,694)</b>   |

**QUINSAM CAPITAL CORPORATION**  
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**12. INCOME TAXES (continued)**

*Unrecognized deferred tax assets*

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

|                       | <b>December 31,<br/>2019</b> | December 31,<br>2018 |
|-----------------------|------------------------------|----------------------|
|                       | \$                           | \$                   |
| Marketable securities | <b>2,125,334</b>             | -                    |
| Share issuance costs  | <b>2,033,525</b>             | -                    |

Share issuance costs will be fully amortized in 2022. The remaining deductible temporary differences may be carried forward indefinitely.

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

**13. RISK MANAGEMENT**

The Company is exposed in varying degrees to a variety of financial instrument related risks.

*Credit risk*

Credit risk is the risk that one (1) party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The risk in cash is managed through the use of major financial institutions which have high credit qualities as determined by rating agencies. The Company's secondary exposure to credit risk is on other receivables. As at December 31, 2019, the Company had recorded an allowance for ECL on a matured convertible debentures investment, which are included in receivables.

*Foreign exchange risk*

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company invests from time to time into securities, debentures and loan investments issued and denominated in foreign currencies, notably in US dollars. The Company's primary exposure to foreign exchange risk is that investments in foreign securities may expose the Company to the risk of exchange rate fluctuations.

*Interest rate risk*

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash at variable rates. The fair value of the Company's cash and convertible debentures and loan investments affected by changes in short-term interest rates will be minimal. The Company does not use any derivative instruments to reduce its exposure to interest rate risk.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and investments with reputable Canadian financial institutions.

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**(Expressed in Canadian Dollars)**

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**13. RISK MANAGEMENT (continued)**

*Liquidity risk (continued)*

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at December 31, 2019:

|  | <b>Carrying<br/>amount</b> | <b>Year 1</b> | <b>Year 2 to 3</b> | <b>Year 4 to 5</b> |
|--|----------------------------|---------------|--------------------|--------------------|
|  | <b>\$</b>                  | <b>\$</b>     | <b>\$</b>          | <b>\$</b>          |
| Accounts payable and accrued liabilities | 119,731                    | 119,731       | -                  | -                  |

*Market risk*

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices. A 1% change in closing trade price of the Company's investments portfolio would impact net income by \$323,776 based upon balances as at December 31, 2019.

**14. CAPITAL MANAGEMENT**

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds.

The Company's objectives when managing capital are:

- (a) to maintain sufficient liquidity to allow the Company to pursue business opportunities expeditiously; and
- (b) to earn investment returns while managing risk.

The Company's strategy remained unchanged for the years ended December 31, 2019 and 2018.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential investments and acquisitions. Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable. There were no changes in its approach to capital management for the years ended December 31, 2019 and 2018.

The Company is not subject to externally imposed capital requirements.

**15. OPERATING SEGMENT INFORMATION**

Management is responsible for the Company's entire investments portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy, and the performance is evaluated on an overall basis.

The Company has a single reportable geographic segment, Canada, and all of the Company's management are based in Canada.

The internal reporting provided to management of the Company's assets, liabilities, and performance is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments during the years ended December 31, 2019 and 2018.

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**16. SUBSEQUENT EVENTS**

*Dividends*

On January 24, 2019, the Board approved a quarterly dividend of \$0.00125 per share. The dividend distribution was paid on February 25, 2020, to shareholders of record on February 4, 2020.

On April 28, 2020, the Board also approved a quarterly dividend of \$0.00125 per share. The dividend distribution will be paid on May 29, 2020 to shareholders of record on May 8, 2020.

*Warrants expiry*

On March 1, 2020, 11,201,517 Warrants exercisable at \$0.80 and 1,751,947 broker warrants exercisable at \$0.60, expired unexercised.

*COVID-19*

On January 30, 2020, the World Health Organization declared the coronavirus outbreak (“COVID-19”) a “Public Health Emergency of International Concern” and on March 11, 2020, declared COVID-19 a pandemic. In the first quarter of 2020 through the date of this report, the local and global markets experienced significant losses by the worldwide spread of COVID-19, which may affect the Company’s investment portfolio performance, and its ability to raise funds from the markets.

As of the date of these financial statements, the extent to which the COVID-19 pandemic impacts the Company’s financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 pandemic and actions taken to contain it or its impact, among others.

Security Class

Holder Account Number

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## Form of Proxy - Annual General and Special Meeting to be held on July 17, 2020

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 10:00 am, EDT on July 15, 2020.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holder(s) of Quinsam Capital Corporation hereby appoint(s):  
Roger Dent, or failing him, Eric Szustak

OR

Print the name of the person you are  
appointing if this person is someone  
other than the Chairman of the  
Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Quinsam Capital Corporation to be held at Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario M5K 1H1 on July 17, 2020 at 10:00 a.m. (Toronto time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

#### 1. Election of Directors

|                 | <b>For</b>               | <b>Withhold</b>          |                        | <b>For</b>               | <b>Withhold</b>          |                  | <b>For</b>               | <b>Withhold</b>          |
|-----------------|--------------------------|--------------------------|------------------------|--------------------------|--------------------------|------------------|--------------------------|--------------------------|
| 01. Roger Dent  | <input type="checkbox"/> | <input type="checkbox"/> | 02. Eric Szustak       | <input type="checkbox"/> | <input type="checkbox"/> | 03. Adam Szweras | <input type="checkbox"/> | <input type="checkbox"/> |
| 04. Ross Geddes | <input type="checkbox"/> | <input type="checkbox"/> | 05. Anthony Roodenburg | <input type="checkbox"/> | <input type="checkbox"/> |                  |                          |                          |

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**For**   **Withhold**

#### 2. Appointment of Auditors

Appointment of MNP LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

**For**   **Against**

#### 3. Consolidation of Common Shares

To consider a special resolution to approve a consolidation of all of the issued and outstanding common shares of the Corporation within a range between two (2) pre-consolidation common shares for one (1) post-consolidation common share and twenty (20) pre-consolidation common shares for one (1) post-consolidation common share, as more particularly described in the Circular.

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#### Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY



**QUINSAM CAPITAL CORPORATION (the “Corporation”)**

**FINANCIAL STATEMENT AND MD&A REQUEST FORM**

In accordance with securities legislation, shareholders of the Corporation may elect annually to receive a copy of the Corporation’s quarterly interim financial statements and related management’s discussion and analysis (“**MD&A**”), the Corporation’s annual financial statements and related MD&A, or both.

If you wish to receive copies of these documents, please complete this form and return it to the following address (shareholders must renew their requests to receive these documents each year):

Quinsam Capital Corporation  
77 King Street West, Suite 2905  
Toronto Ontario, M5K 1H1

- Please send me ONLY the quarterly interim financial statements and related MD&A.
- Please send me ONLY the annual financial statements and related MD&A.
- Please send me BOTH the quarterly interim financial statements and the annual financial statements, and the respective MD&A for such statements.
- Please DO NOT send me an any financial and related MD&A materials.

Copies of the Corporation’s annual and quarterly financial statements and related MD&A are also available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

DATED: \_\_\_\_\_.

\_\_\_\_\_  
Signature

*I confirm that I am a shareholder of the Corporation.*

\_\_\_\_\_  
Name of Shareholder – Please Print

\_\_\_\_\_  
Address

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Name and title of person signing if different from the name above.

The Corporation will use the information collected solely for the purpose of mailing the financial statements and MD&A to you and will treat your signature on this form as your consent to the above.