



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended July 31, 2022 and 2021

CanadaBis Capital Inc.

Management Discussion & Analysis

For the Years Ended July 31, 2022 and 2021

MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (“MD&A”) for CanadaBis Capital Inc. (“CanadaBis” or the “Company”) should be read in conjunction with the Company’s audited consolidated financial statements for the years ended July 31, 2022 and July 31, 2021 (“Financial Statements”) and MD&A. CanadaBis’ Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), and the accounting policies applied in these Financial Statements are based on IFRS as issued, outstanding and in effect on August 1, 2021. All amounts are presented in Canadian dollars unless otherwise stated.

These Financial Statements include the financial information of the Company’s subsidiaries:

- Stigma Pharmaceuticals Inc. – 100% held;
- 1998643 Alberta Ltd. (operating as “Stigma Grow”) - 100% held; include cultivation and wholesale, extraction and tolling
- Full Spectrum Labs Ltd. (operating as “Stigma Roots”) - 100% held;
- 2103157 Alberta Ltd. (operating as “INDICative Collection”) -100% held; the retail operation, and
- Goldstream Cannabis Inc. - 95% held.

CanadaBis is a publicly traded corporation whose principal business objective is the production and distribution of cannabis in Canada pursuant to the Cannabis Act. The Company does not engage in any cannabis-related activities in the United States as defined in Canadian Securities Administrators Staff Notice 51-352.

Additional information relating to CanadaBis is available under CanadaBis’ SEDAR profile at www.sedar.com. This MD&A is dated November 28, 2022.

BACKGROUND & STRATEGIC TRANSACTIONS

CanadaBis is a participant in the Canadian recreational market for cannabis. The value proposition of the Company is as follows:

- Deliver quality products and services to the business-to-business and business-to-consumer market.
- Launched and maintain multiple brands under the Stigma Grow umbrella to gather as much market share, while delivering a product with repeatable sales. Brands include DAB BODS, WHITE NGL, BLACK NGL, CHAPTER 1, AND STIGMA GROW.
- Provide a range of high potency Concentrates and extracts, potent flower and pre rolls, as well as lifestyle cannabis products such as creams and lip balms;
- Provide third-party and white label processing contracts with reputable, high-volume producers, including product development R&D;
- Continue to Introduce new Canadian concentrate products under our own, as well as third-party brands.
- Develop our brand as an in-demand Licensed Producer with unique abilities and maneuverability; and
- Support education initiatives within the industry to educate consumers on cannabis and its use.

The Company currently owns a 66,000 square foot facility and approximately 44,000 square feet of the building has been developed and equipped for initial capacity to grow 225 kg of cannabis per year. Majority of the footprint is equipped and being used for production of Cannabis products such as extracts and Infused Pre rolls.

Effective November 26, 2020, the Company received its Cannabis 2.0 sales license, allowing it to sell Cannabis concentrates products to end users. This development has had a positive impact on the Company as it will no longer needs to engage third parties holding a Cannabis 2.0 sales license to bring its concentrates products to market.

On April 26, 2019, the Company completed its Qualifying Transaction and listed on the Exchange.

On August 13, 2019, the Company acquired 95% of Goldstream Cannabis Inc., a cannabis company holding \$2 million in cash and access to 13 acres of undeveloped land, already zoned for cannabis production, located on Vancouver Island, British Columbia (the “Goldstream Transaction”). The Goldstream Transaction was an arms’ length transaction valued at \$3.5 million with consideration consisting of 11,666,666 common shares of CanadaBis at \$0.30 per share. On February 24, 2022, a formal notice of early termination of the land lease was provided

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with final lease payments made for March and April 2022. Accordingly, the net book value right of use of \$326,434 and the lease liability of \$366,019 as at April 30, 2022 were derecognized, resulting in a gain on derecognition of lease of \$39,585 presented in other income in the audited consolidated statements of net income (loss) and comprehensive income (loss) for the year ended July 31, 2022.

QUARTERLY HIGHLIGHTS

	Three months ended		Years ended	
	July 31, 2022	July 31, 2021	July 31, 2022	July 31, 2021
Gross revenue	\$6,411,808	\$2,125,932	\$17,052,334	\$7,990,412
Excise duty	2,233,366	462,302	5,383,365	1,124,107
Net revenues	4,178,442	1,663,630	11,668,969	6,866,305
Cost of sales	2,277,345	1,131,827	6,096,748	4,349,746
Gross profit (loss)	1,901,097	531,803	5,572,221	2,516,559
Net income (loss) and comprehensive income (loss)	481,758	(1,195,906)	607,951	(2,680,910)
Net income (loss) per share (basic and diluted)	\$0.00	\$(0.01)	\$0.00	\$(0.02)
Adjusted EBITDA	\$675,619	Not assessed	\$1,727,569	Not assessed

Adjusted EBITDA is a Non-GAAP performance measure. Refer to "Cautionary Statement Regarding Certain Non-GAAP Performance Measures" for further details. Presenting Adjusted EBITDA only for the three months and the years ended July 31, 2022 and 2021. EBITDA calculation shown by entity to present the breakdown of each entity.

2022 HIGHLIGHTS

- The Company has accomplished another record performance in positive earnings of \$481,758 and \$607,951 for the three months ended and year ended July 31, 2022, respectively. This was achieved through a 48% increase in sales quarter over quarter from increased demand of the new and existing SKUs (Stock Keeping Unit – unique code to identify a product) distributed in the market. The Company's first of its kind Resin infused pre-rolls, Shatter Infused Pre rolls, Resin Infused Flower, along with moonrocks (Moonrocks are whole flower, coated in resin and rolled in kief). All the new products have seen record sales in Alberta, British Columbia, Manitoba, Saskatchewan, and Ontario. These products are packaged in 3 pack 0.5 grams per pre roll format and 2 grams packaged for the moonrock and Resin infused Flower format.
- The Company has achieved its highest gross revenue since its incorporation, reaching a total of \$17.1 million for the year ended July 31, 2022.
- Adjusted EBITDA record positive results of \$675,619 and \$1,727,569 for the three months and year ended July 31, 2022 respectively, mainly from increased Brand awareness and continued growth of the Dab Bod products and the launched of the High Priestess brand into the marketplace. These brands have been well received and sold-out multiple times with increasing orders from provincial purchasers. This positive performance is expected to continue in the next quarter based on high demand and increase purchase orders from the Provinces of Alberta, Ontario, and British Columbia on products such as moonrocks, infuse pre-rolls, Live Rosin vapes and high CBD cartridges.
- Stigma Grow continues to show its deep innovation pipeline by continuously launching new SKU's and new products that the customers are requesting.

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- About 20 SKU's launched under Dab Bods brand and the launched of the High Priestess and the Black and White NGL Brand into 7 Provincial bodies. The Company was able to achieve acceptance into an additional Province and Territory which are Quebec and North-Western Territories (NWT) and launched 14 SKU's and 37 SKU's respectively.
- The Company sold over 300,000 units of combined concentrate and dry flower for the quarter ended July 31, 2022, a significant increase compared to the 90,000 units sold over the comparative period.
- The Company continues to manage its Input costs through negotiation with multiple suppliers to save costs while increasing concentrate yields.
- The Company continues to re-formulate its concentrate lines to meet the demands of the current clients to maintain larger terpene and cannabinoid profiles across the lineup.
- The Company continues to negotiate with other Cannabis Cultivators which allowed significant reduction in costs and this trend is expected to continue into 2023 as more Cultivators are joining the industry.
- On December 1, 2021, the Company closed the first tranche of its previously announced non-brokered private placement consisting of 1,153,846 Units at a price of \$0.13 per Unit to raise gross proceeds of \$150,000 (Notes 16 and 17).

SELECT QUARTERLY FINANCIAL INFORMATION

Three months ended	July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2021
(Unaudited)	2022 Q4	2022 Q3	2022 Q2	2022 Q1	2021 Q4	2021 Q3	2021 Q2	2021 Q1 (Restated)
Gross revenue	\$6,411,808	\$4,303,674	\$3,892,049	\$2,444,802	\$2,125,932	\$2,617,788	\$2,011,146	\$1,235,546
Excise duty	2,233,366	1,435,759	1,114,734	599,505	462,302	404,481	196,363	60,961
Net revenues	4,178,442	2,867,915	2,777,315	1,845,297	1,663,630	2,213,307	1,814,783	1,174,585
Cost of sales	2,277,345	1,599,701	1,306,734	912,968	1,131,827	1,179,306	1,286,001	912,968
Gross profit (loss)	1,901,097	1,268,214	1,470,581	932,329	531,803	1,034,001	528,782	421,973
Net income (loss) and comprehensive income (loss)	481,758	123,137	273,975	(270,919)	(1,195,906)	(225,326)	(556,302)	(703,376)
Net income (loss) per share (basic and diluted)	\$0.00	\$0.00	\$0.00	\$(0.00)	\$(0.01)	\$(0.00)	\$0.00	\$(0.01)

During fiscal year 2021 and 2022, the Company increased its revenue generating activities in all three segments: cultivation and wholesale, retail, and extraction and tolling. Refer to "Segmented Information and Products and Services Offered" for additional information.

RESULTS OF OPERATIONS

Overall gross revenues for the year ended July 31, 2022 increased to \$17.1 million from \$8 million in the comparative period. This significant increase was due to sales from its new and existing SKUs launched under the Dab Bod Brand and the industry's demand for new innovative products such as the High Priestess brand and the Infuse Pre-rolls. A 200% increase period over period due to sales growth in infuse pre-rolls, live resin vapes and shatter and moonrocks products. CanadaBis reported net revenues of \$4,178,442 for the 2022 Q4 as compared to \$1,663,630 for the comparative period in 2021. The Company has experienced growth in the existing Provinces such as Alberta, Ontario,

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Manitoba and British Columbia. Since the start of the 2022 fiscal year, the Company has shown growth in revenue period over period as demand for resin infused pre-rolls rises. See *Segmented Reporting section to this MD&A, for a more detailed discussion.*

The Company continues to be profitable recognizing net income (loss) for three months ended July 31, 2022, of \$481,758 compared to a net loss of \$(1,195,906) in the comparative period. This resulted from a 169% increase in income resulted from increased sales to the Provinces from its hydrocarbon products and several new SKUs acceptance.

The Company was able to maintain efficiencies through cost savings approach in renegotiating input material pricing and implemented new procedures in its production lines to cut and manage operational cost.

Fair value adjustments to inventory relate to recording inventory at the lower of cost and net realizable value, while fair value adjustments to biological assets relate to recording these assets at fair value at each reporting date. More detail on the accounting for these items can be found in Notes 7 and 9 to the Financial Statements.

Overall general and administrative expenses for the year ended July 31, 2022, was \$4.2 million compared to \$4 million for the comparative period. The main increase came from the Company's revenue continued growth and product demand. The Company continues to maintain its cost management plans, increase efficiencies, cashflow and liquidity.

- Wages for 2022 was \$1.7 million compared to \$1.6 million in the same comparative period. This increase of 6% is due to the significant increase in revenue and production. The Company's revenue growth has shown a 169% increase due to new products in the market.
- Legal and accounting fees for 2022 was approximately \$298 thousand compared to approximately \$303 thousand of the comparative period. This was due to professional services related to equity raise and debt refinancing completed late fiscal 2021, not being provided in Q4 2022.
- Advertising and promotion remain comparable period over period even though there has been a 169% increase due to significant increase in revenue.

Although Cost of sales increased period over period for the three months, the Company was able to maintain its overall impact largely from renegotiating with suppliers for low cost on input material. Other contributing factors included high volume purchase in bulk for better pricing and terms.

There was reduction in share-based payments from \$54,470 for 2022 compared to \$458,042 for the comparative period of 2021. This is due to the options vesting, offset by cancellation of unvested options due to departure of several option holders in the comparative period with minimal changes in 2022.

Finance cost increased significantly from \$492,635 for the year ended July 31, 2022, compared to \$339,545 for the comparative period, as a result of the New Credit Facility secured in Q4 2021.

Segmented Information and Products and Services Offered

For management purposes, the Company is organized into operating segments based on its products, services, locations and distribution methods. Four operating segments have been identified. These segments have been aggregated into three reportable segments: wholesale, retail and extraction and tolling. The wholesale segment, which cultivates and distributes cannabis and cannabis products to and through, provincial liquor and cannabis boards which is subsequently sold onto end consumers. Retail segment involves sale of cannabis and cannabis related products to end consumers on premise owned and operated by the Company. Extraction and tolling segment provides cannabinoid extraction services to other licensed producers and also, for the Company. Gross revenue earned includes excise taxes, which the Company pays as principal, but excludes duties and taxes collected on behalf of third parties. Net revenue is gross revenue less excise taxes. Excise taxes are effectively a production tax which becomes payable when the product is removed from the Company's premises and may or may not be directly related to the revenue depending on the province of sale. It is generally not included as a separate item on external invoices; increases in excise tax are not always passed on to the customer and where a customer fails to pay for product received the Company cannot reclaim the excise tax. The Company therefore recognizes excise tax, unless it regards itself as an agent of the regulatory authorities, as a cost and reduction to revenue for the Company. Therefore, excise duty as reduction to revenue is treated as production tax and presented as a reduction of gross revenue generated from the "Cultivation and wholesale", and "Extraction and tolling" segments. The presentation of net revenue in the comparative period were reclassified to present the gross revenue and excise tax for the year ended July 31, 2021 to be consistent with the year ended July 31, 2022 presentation.

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Management monitors the results of its operating segments separately for making decisions about resource allocation and performance assessment. Segment performance is evaluated on a number of measures, the most significant being profit and loss, which is measured consistently with the definition of profit and loss in the Consolidated Financial Statements. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. For segment information presentation purposes, the change to fair value on biological assets and realized fair value on finished goods sold (See Note 7 to the Financial Statements) are included in "Extraction and tolling" segment as to date the Company used its own harvested cultivations substantially in the extraction process. Operating assets and liabilities are managed on a corporate basis. General and administrative expenses, current taxes, deferred taxes and capital expenditures are not allocated to segments as they are also managed on a corporate basis. Inter-segment revenues are eliminated on consolidation and are reflected in the "eliminations" column. All other adjustments and eliminations are part of a detailed reconciliation presented below.

Below is a summary of results by reportable segments for the year ended July 31, 2022 and 2021, as disclosed in Note 26 to the Financial Statements.

For the year ended July 31, 2022	Cultivation and		Extraction	Eliminations	Consolidated
	wholesale	Retail	and tolling		
Gross revenue (external customers)	\$ 539,535	\$ 679,240	\$ 15,833,559	\$ -	\$ 17,052,334
Excise duty	160,839	-	5,222,526	-	5,383,365
Net revenue (external customers)	378,696	679,240	10,611,033	-	11,668,969
Cost of sales	175,518	490,729	5,430,501	-	6,096,748
Gross profit	203,178	188,511	5,180,532	-	5,572,221
General and administrative					4,174,276
Depreciation and amortization					305,921
Share-based payments					54,470
Income from operations					1,037,554
Financing costs					(492,635)
Other income					63,032
Income before taxes					607,951

For the year ended July 31, 2021	Cultivation and		Extraction and	Eliminations	Consolidated
	wholesale	Retail	tolling		
Gross revenue (external customers)	\$ 388,319	\$ 1,267,168	\$ 6,334,925	\$ -	\$ 7,990,412
Excise duty	81,198	-	1,042,909	-	1,124,107
Net revenue (external customers)	307,121	1,267,168	5,292,016	-	6,866,305
Cost of sales	252,390	894,403	3,202,953	-	4,349,746
Gross profit	54,731	372,765	2,089,063	-	2,516,559
General and administrative					4,021,475
Depreciation and amortization					322,690
Share-based payments					458,042
Loss from operations					(2,285,648)
Financing costs					(399,545)
Other income					4,283
Loss before taxes					(2,680,910)

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The unaudited summary of results by reportable segment for the three months ended July 31, 2022 and 2021, respectively are included for purpose of the overall discussion for the year ended July 31, 2022 and the continued increase in operations during Q4 2022 compared to the preceding periods as presented in the "Select quarterly financial information" section of this document.

For the three months ended July 31, 2022 (unaudited)	Cultivation and		Extraction and		Consolidated
	wholesale	Retail	tolling	Eliminations	
Gross revenue (external customers)	\$ 64,501	\$ 145,211	\$ 6,202,096	\$ -	\$ 6,411,808
Excise duty	32,259	-	2,201,107	-	2,233,366
Net revenue (external customers)	32,242	145,211	4,000,989	-	4,178,442
Cost of sales	(38,132)	125,725	2,189,752	-	2,277,345
Gross profit (loss)	70,374	19,486	1,811,237	-	1,901,097
General and administrative					1,240,617
Depreciation and amortization					74,432
Share-based payments					134
Income from operations					585,914
Financing costs					(110,933)
Other income					6,777
Income before taxes					481,758

The costs of sales -cultivation and wholesale for the three months ended July 31, 2022 includes the fair value adjustment for the biological assets as at July 31, 2022.

For the three months ended July 31, 2021 (unaudited)	Cultivation and		Extraction and		Consolidated
	wholesale	Retail	tolling	Eliminations	
Gross revenue (external customers)	\$ 261,324	\$ 267,266	\$ 1,597,342	\$ -	\$ 2,125,932
Excise duty	64,646	-	397,656	-	462,302
Net revenue (external customers)	196,678	267,266	1,199,686	-	1,663,630
Cost of sales	160,947	195,621	775,259	-	1,131,827
Gross profit	35,731	71,645	424,427	-	531,803
General and administrative					1,504,819
Depreciation and amortization					39,215
Share-based payments					49,714
Loss from operations					(1,061,945)
Financing costs					(136,516)
Other income					2,555
Loss before taxes					(1,195,906)

Below is a summary of operations by segment including a detailed analysis on the change in revenue by three months and the years ended July 31, 2022 and 2021 presented above.

Cultivation and wholesale:

Overall, the net cultivation and wholesale revenue for the year ended July 31, 2022, was \$378,696 compared to \$307,171 for the comparative period in 2021. The Company has plans to re-establish its presence of cultivating cannabis flowers in the Alberta Market with its own premium bud. This was launch in Q4 2022, positioning CanadaBis in a unique category of quality product at a low price. The Company is looking forward to this new premium bud to increase in sales in 2023 fiscal year along with other dry flower brands that's expected to be released as well.

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Retail operations:

Overall net retail revenue for the year ended July 3, 2022, reduced by approx. 46%, compared to the comparative period of 2021. Retail operations has decreased sales from customer reduction due to increase competition in the market from significant growth in retail stores across Alberta. The Company continues to re-brand itself in the face of competition to increase market share with high expectation of growth in 2023.

Extraction and tolling:

The net extraction and tolling revenue for the year ended July 31, 2022, was \$10.6 million compared to \$5.3 million for the comparative period of 2021. The Company was able to significantly increase its sales of extract products, in the Provinces of Alberta, Ontario, Manitoba, Saskatchewan and British Columbia. During the fiscal year of 2022, the Company increased its sales through its product awareness campaign and the launch of several new SKUs which the market reaction was extremely positive. The Company has seen continued growth in the sale of the flavoured infuse pre-rolls, new flavours of our vapes under the NGL brand and moonrocks.

General

Management monitors the results of its operating segments separately for making decisions about resource allocation and performance assessment. Segment performance is evaluated on several measures, the most significant being profit and loss, which is measured consistently with the definition of profit and loss in the Financial Statements. Management also uses gross profit excluding fair value adjustments as a key performance indicator by reportable segment. Management adjusts external pricing of its products/service to end users to ensure that optimal gross profit percentages are being met, while pricing within market demand and expectations. Selling prices are adjusted to account for fluctuations in cost to achieve consistent in gross profit by product line and service.

Given the Company's position as a vertically integrated Cannabis company/producer, management will continue to adjust internal strategy based on external factors causing fluctuations in either selling prices of products/services and input cost of products and services to ensure capacity allocation is being optimised on products/services in highest demand, while ensuring mandated gross profit margins are being achieved.

Management notes that the current climate of Cannabis industry is extremely competitive and saturated with multiple products across the Nation. The Company has several competitive advantages to ensure long-term success within the industry. In the short-term, this relates primarily with respect to our butane hydrocarbon (BHO) extraction process. Management continues to explore various concentrate products to diversify it offer to the market by formulating new products to meet demand.

FINANCIAL CONDITION

The following chart highlights significant changes in the Consolidated Statements of Financial Position from July 31, 2021 to July 31, 2022:

	Increase / (decrease)	Primary factors explaining change
Cash and cash equivalents	\$(704,627)	The decrease is due to increased purchases as a result of increase in operation and sales.
Accounts receivable	1,466,440	Increase is due to increase sales to the Provinces of Alberta, BC and Ontario.
Goods and services tax receivable	(366)	Net increase due to timing of revenue and expenses, offset by collection of outstanding taxes receivable.
Prepaid expenses	275,084	Increase due to insurance prepaid for the period and Health Canada deposits.
Biological assets	32,333	Net increase due to a crop growing as at July 31, 2022, offset by harvests in August and November 2021, February 2022 and June 2022 transferred from biological assets to own cultivated inventory.
Inventory	1,713,038	Increase due to high volume purchase resulted from increase in sales and demand from the Provinces.

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Long-term deposit	1,048	Principal remains unchanged, increase due to interest earned.
Property, plant and equipment	(583,537)	Net decrease mainly due to additions during the period, offset by the derecognition of ROU asset associated with terminated land lease and depreciation charge for the period.
Intangible assets	(7,715)	Decrease is due to amortization charge for period.
Due from related parties	2,520	Marginal increase.
Demand credit facility	467,453	Drawn down during the period to finance continued activities.
Accounts payable and accrued liabilities	2,203,888	Increase is due to products purchased to meet demand and increase in sales.
Due to related parties	(203,335)	Decrease is due to repayment of related party balances
Lease obligation (in aggregate)	(407,158)	Net decrease is due mainly due to termination of land lease repayments during the period.
Long-term debt (in aggregate)	(683,834)	Decrease is due to payments made during the period.
Deferred income liability	(18,740)	Decrease due to implied benefit from government funding.

LIQUIDITY AND CAPITAL RESOURCES

For the year ended July 31, 2022, the Company incurred a net income (loss) of \$607,951 (July 31, 2021 - \$(2,680,910)), current liabilities exceeded current assets by \$6,221,928 (July 31, 2021 - \$7,241,968), and negative cash flow from operations of \$82,772 (July 31, 2021 - \$1,806,656). These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is contingent on the Company completing successful future financings (both from equity and debt sources). Further, the Company needs to secure additional contracts with customers and continue to sell products actively in the market to produce sufficient revenues to meet both short-term and long-term obligations. In the event the Company is unsuccessful in these efforts, it will look to insiders and related entities for additional support while obligations come due. If these efforts are unsuccessful, the Company's ability to operate as a going concern will be in significant doubt. The Company plans to remedy its working capital deficiency by completing successful future financings and securing contracts with new customers in all Provinces it currently operates. See Notes 14 to the Financial Statements for the additional financing secured.

Management is continuing to work with the Company's current lender to remedy covenant breaches as disclosed in Note 14(iv) to the Financial Statements. There is risk that the lender will issue a demand letter for repayment based on the covenant breach in question. The Company has continually satisfied its minimum obligations required and is working diligently with its lender to rectify covenant breaches. The Company's ability to become compliant with financial covenants in the next twelve months relies on its ability to successfully generate revenue with existing and new customers.

The Company's ability to continue as a going concern is dependent upon its ability to achieve profitable operations in the future, on its ability to raise additional capital through debt or equity financings, and the cooperation of lenders with debt covenant violations. The Company has been successful in raising capital in the past but there is no assurance that it will be successful in closing additional raises. There is no assurance that lenders with debt covenant violations will not demand repayment on the loans.

On June 3, 2021, the Company announced that a binding commitment letter was signed on May 24, 2021 with Connect First Credit Union for a new credit facility of \$9.6 million to be comprised of a 5-year term, \$8,850,000 commercial mortgage loan bearing interest at a fixed rate of 4.35% per annum (calculated daily and payable monthly in arrears) (the "Commercial Mortgage Loan) and a \$750,000 on demand line of credit bearing interest at a rate of the lender's prime lending rate plus 1.00% per annum (calculated daily and payable monthly in arrears) (collectively, the "New Credit Facility"). On July 23, 2021, the first tranche of \$7,210,000 was released upon the meeting customary closing conditions and was used to settled exiting long-term debt (vendor takeback mortgage and demand mortgage). Aggregate financing costs associated with the New Credit Facility incurred was \$225,000 that was allocated against the Commercial Mortgage Loan. The costs

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associated with the loan form part of the amortized costs of the loan used to determine the effective interest rate of 3.63%. The monthly payable of principal and accrued interest of the Commercial Mortgage Loan is \$91,081. The second tranche of \$1,640,000 shall be advanced upon completion and delivery of the Company's July 31, 2021 year-end audited financial statements, the 2022 projections and following compliance with debt covenants for two (2) quarters of the year ending July 31, 2022. Upon receipt of the second tranche, this funding will be used to settle the related party debt (Note 20 of the Financial Statements). As at July 31, 2022, an amount of \$467,453 was drawn down on the demand line of credit, which is classified as financing activities for purposes of presentation in the consolidated statements of cash flows for the year ended July 31, 2022 as all the conditions for presentation as cash and cash equivalents were not met.

The New Credit Facility is secured through the First Coverage Demand Collateral Mortgages over the properties held by 1998643 Alberta Ltd. and 2103157 Alberta Ltd. in the amounts of \$8,850,000 and \$750,000, respectively. Also, first charge security interest over all present and acquired personal property, unlimited guarantees and postponement of claims by Goldstream Cannabis Inc. and 1926360 Alberta Ltd., and the assignment and postponement of all related party debt to the amount of \$1,640,000 is in place.

The commitment letter requires that the Company maintains the following debt covenants: 1) a debt service coverage ratio not less than 1.40:1 to be tested annually; 2) a debt-to-equity ratio not greater than 1.00:1.00 to be tested annually; and 3) a current ratio not less than 1.25:1.00 to be tested monthly. As at July 31, 2022, the Company was in compliance with the debt service coverage ratio at 1.89:1 but non-compliant with the debt-to-equity ratio at 5.06:1 and the current ratio at 0.48:1. Therefore, the Commercial Mortgage Loan as at July 31, 2022 of \$6,284,574 was classified as current. The Credit Union confirmed in writing to the Company that payment of the Commercial Mortgage as at July 31, 2021 is not demanded due to this non-compliance with debt covenants and that this loan will be classified as long-term for purposes of their assessments. Presentation as at July 31, 2022 is consistent with past presentation.

As at July 31, 2022, the Company has the following existing loan facilities:

On April 9, 2020, the Government of Canada announced the Canada Emergency Business Account ("CEBA") loan program to small Canadian businesses to assist these businesses with working capital requirement during the COVID-19 pandemic. The maximum amount available under the program is \$40,000, of which \$10,000 is forgiven if the loan is repaid prior to December 31, 2022. The Company, through its two wholly owned subsidiaries, have applied for and received \$80,000 under the CEBA loan program. During the year ended July 31, 2021, additional funding of \$20,000 was secured by each of these entities with same repayment terms as initial funding received. The loan is non-interest bearing until December 31, 2022. An annual interest rate of 5% accrues from January 1, 2023 until December 31, 2025, the maturity date. Subsequent to July 31, 2022, the Government of Canada extended the repayment deadline for partial loan forgiveness from December 31, 2022 to December 31, 2023. Thereby, the interest-free period was extended by one year, effectively a two-year terms to repay the outstanding balance on or prior to December 31, 2025. If these CEBA loans remain outstanding on January 1, 2024, interest at a rate of 5% per annum will commence.

On February 23, 2021, the Company through one of its wholly-owned subsidiaries secured funding of \$393,428 under the Regional Relief and Recovery Fund ("RRRF"), an economic relief program under Canada's overall COVID-19 Economic Response Plan to fund ongoing non-capital operations. Repayment of this loan commences on January 31, 2023 with 35 consecutive monthly installments of \$10,930 and one final payment of \$10,878 due on December 31, 2025. Interest will be charged at an average bank rate plus 3% from commencement of repayment on January 31, 2023 to December 31, 2025. Considering the interest free period and that received funding at an interest rate below market, the funding was deemed a government grant resulting in a deferred income liability recognized representing the benefit received. As at July 31, 2022, the deferred income liability outstanding was \$39,346 net of \$18,740 recognized during the year ended July 31, 2022 as other income representing recognition of this benefit over the term of the funding agreement. An annual effective interest rate of 5.45% was considered reflective of a market rate available at a financial institution under similar terms of repayment. A comparative accretion expense of \$6,023 was recognized to accrete the loan outstanding during the comparative period presented. Therefore, resulting in a net impact of \$Nil to net income for the years ended July 31, 2022 and 2021.

On June 3, 2021, the Company announced that a binding commitment letter was signed on May 24, 2021 with Connect First Credit Union (the "Credit Union") for a new credit facility of \$9.6 million to be comprised of a 5-year term, \$8,850,000 commercial mortgage loan bearing interest at a fixed rate of 4.35% per annum (calculated daily and payable monthly in arrears) (the "Commercial Mortgage Loan") and a \$750,000 on demand line of credit bearing interest at a rate of the lender's prime lending rate plus 1.00% per annum (calculated daily and payable monthly in arrears) (collectively, the "New Credit Facility"). On July 23, 2021, the first tranche of \$7,210,000 was released upon the meeting customary closing conditions and was used to settled exiting long-term debt (vendor takeback mortgage and demand mortgage). Aggregate financing costs associated with the New Credit Facility incurred was \$225,000 that was allocated against the Commercial Mortgage Loan. The costs associated with the loan form part of the amortized costs of the loan used to determine the effective interest rate of 3.63%. The monthly payable of principal and accrued interest of the Commercial Mortgage Loan is \$91,081. The second tranche of \$1,640,000 shall be advanced upon completion and delivery of the Company's July 31, 2021 year-end audited financial statements, the 2022 projections and

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following compliance with debt covenants for two (2) quarters of the year ending July 31, 2022. Upon receipt of the second tranche, this funding will be used to settle the related party debt (Note 20). As at July 31, 2022, an amount of \$467,453 was drawn down on the demand line of credit, which is classified as financing activities for purposes of presentation in the consolidated statements of cash flows for the year ended July 31, 2022 as all the conditions for presentation as cash and cash equivalents were not met.

Capital Plans

Since Q1 2021, the development of the Company's facility remains suspended. Below is a summary of the Company's capital plans associated with its Cultivation Facility:

Facility Development				
Phase	Estimated Total Cost	Cost Incurred to Date	Cost to Complete	Status
Phase 1	\$5,500,000	\$5,088,355	-	Complete
Phase 2	\$750,000	\$687,584	\$62,416	92% Complete
Phase 3	\$1,330,000	-	\$1,330,000	Suspended
	\$7,580,000	\$5,775,939	\$1,362,416	

Notes:

- (1) Phase 1 included the purchase and construction of Facility and first floor (22,000 sq. ft.) build-out of office space and cultivation space.
- (2) Phase 2 included the build-out of the second floor (22,000 sq. ft.) including an extraction lab, office space and potential cultivation space (subject to installation of lighting, waterlines, and other fixtures necessary for cultivation).
- (3) Phase 3 would include the build-out of the third floor (22,000 sq. ft) which is currently undeveloped.

The Company determined to suspend major capital expansion plans as it pertains to the cultivation facility or use of its adjacent land zoned for Cannabis cultivation. Under phase 2 noted in the above table, the 22,000 sq. ft. is developed with office space and an extraction lab. All that remains to finalize phase 2 would be to install the necessary lighting and waterlines to finalize the cultivation space. As the prices for dried flower remain soft, management has delayed the expenditure of such funds until such time as the economics of cultivated flower increase. Management's use of existing capital will be put into productive use for funding working capital for growth into new Provinces for wholly owned brands of concentrates products. The Company has yet to reach full capacity output of its existing cultivation facility and processing equipment, thereby limiting the need for aggressive short-term expansion or significant capital budgets. The Company will continue to pursue means of financing as documented throughout this MD&A. When sufficient capital means become available, the Company will revisit its capital budget and planning in correlation to current market demand and overall utilization of existing facility resources.

The decision to suspend major capital expansion plans alters previously disclosed forward looking information provided by the Company in its previous continuous disclosure, including the management's discussion and analysis for the year ended July 31, 2020, specifically the statement that the Company expects the expansion work of the facility to be completed in 2021 Q1. As such projects are currently on hold, the expansion was not completed as at July 31, 2022. There are no current plans or timelines as to when the expansion will be recommenced.

The Company's current total output capacity with respect to its extraction and processing equipment is 800,000 one-gram units per month, of which the Company is yielding 50% monthly capacity as of July 31, 2022. The Company's total capacity with respect to cultivation activity is approximately 225 kg per annum with existing cultivation space, of which the Company is currently producing at 75% capacity (approximately 169 kg per annum).

OFF BALANCE SHEET ARRANGEMENTS

CanadaBis does not have any special purpose entities nor is it party to any arrangements that would be excluded from the balance sheet, other than short-term leases as disclosed in *Commitments and Contingencies*.

COMMITMENTS AND CONTINGENCIES

Other than disclosed in Note 14 to the Financial Statements, the Company has not entered into any agreements resulting in contractual commitments outstanding as at July 31, 2022.

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COVID-19 Pandemic

On March 11, 2020, the World Health Organization (“WHO”) characterized the outbreak of a strain of the novel coronavirus (“COVID-19”) as a global pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The Company has taken significant steps to ensure the health and safety of the employees and that all safety guidelines as established by Federal and Alberta health authorities are met.

The production and sale of cannabis have been recognized as essential services in Canada. The Company has applied for, qualified for, and received funding from certain government economic stimulus programs (See Note 14 (ii)). Even though, both Provincial and Federal COVID-19 related restrictions have been eased prior to approval of these Financial Statements, certain uncertainties relating to the severity and duration of the COVID-19 pandemic continue to exist. Possible resurgences in the number of COVID-19 cases, including as a result of the potential emergence of other variants, and various potential outcomes, exit and therefore, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on the Company's business or future financial results and related assumptions, including the possible impact on future financing opportunities. It is possible that estimates in these Financial Statements will change in the near term as a result of COVID-19. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

CAUTIONARY STATEMENT REGARDING CERTAIN NON-GAAP PERFORMANCE MEASURES

This MD&A contains certain financial performance measures that are not recognized or defined under IFRS (termed “Non-GAAP Measures”). As a result, this data may not be comparable to data presented by other licenced producers and cannabis companies. For an explanation of these measures to related comparable financial information presented in the Financial Statements prepared in accordance with IFRS, refer to the discussion below. The Company believes that these Non-GAAP Measures are useful indicators of operating performance and are specifically used by management to assess the financial and operational performance of the Company. These Non-GAAP Measures include, but are not limited, to the following:

Adjusted EBITDA is a measure of the Company's financial performance. It is intended to provide a proxy for the Company's operating cash flow and is widely used by industry analysts to compare CanadaBis to its competitors and derive expectations of future financial performance of the Company. Adjusted EBITDA increases comparability between comparative companies by eliminating variability resulting from differences in capital structures, management decisions related to resource allocation, and the impact of fair value adjustments on biological assets, inventory, and financial instruments, which may be volatile on a period-to-period basis. Adjusted EBITDA is not a recognized, defined, or standardized measure under IFRS. The Company calculates Adjusted EBITDA as net income (loss) and comprehensive income (loss) excluding changes in fair value of biological assets, change in fair value of biological assets realized through inventory sold, depreciation and amortization expense, share-based payments, and finance costs. The depreciation and amortization expense for the year ended, 2022 is before reclassification of \$175,317 from “Depreciation and amortization” financial statement line item to “Cost of sales – extraction and tolling” (Note 11 (iv) to the Financial Statements) and capitalization of \$46,927 to Biological Assets (Note 9 to the Financial Statements). Outlined below a reconciliation from GAAP measure (Net income (loss)) to Non-GAAP Measure (Adjusted EBITDA).

Adjusted EBITDA

(Unaudited)	Three months ended		Years ended	
	July 31, 2022	July 31, 2021	July 31, 2022	July 31, 2021
Net income	\$481,758		\$607,951	
Adjustment				
Finance cost	110,933		492,635	
Depreciation and amortization	131,281	Not assessed	528,165	Not assessed
Change in fair value of biological asset	(48,487)		(49,800)	
Realized fair value on inventory sold	-		94,148	
Share-based payments	134		54,470	
Adjusted EBITDA	\$675,619		\$1,727,569	

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SHAREHOLDERS' CAPITAL

CanadaBis is authorized to issue an unlimited number of common voting shares, common non-voting shares, and preferred shares. The common voting shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "CANB". As at July 31, 2022, CanadaBis had the following issued and outstanding:

- 137,136,380 common voting shares;
- 1,153,846 warrants; and
- 7,055,000 options.

Stock Option Plan

The Company has established a stock option program for its officers, directors, employees, and certain consultants under which the Company may grant options to acquire common voting shares at the market price of the shares, at the grant date. With the exception of \$0.10 options, which vest immediately, all options granted before April 30, 2020 under the stock option plan have a five-year term and vest over 3 years. For options issued subsequent to April 30, 2020, one-half vest immediately while remaining one-half vest on the first anniversary, unless otherwise stated.

Warrants

From time to time, the Company may issue warrants in connection with a financing as an incentive to participate in such offerings.

During the year ended July 31, 2020, the original expiry of the following common share purchase warrants was extended for additional 24 months with reduction of the exercise price from \$1.00 per common share purchase warrant to \$0.50 per common share purchase warrant.

On November 9, 2018, the Company completed non-brokered private placements of 5,222,286 units, each unit comprising of one common voting share and one-half common voting share purchase warrant. Each whole warrant entitles its holder to acquire one common voting share for \$1.00 per common voting share for a period of 12 months from the closing date. In accordance with the Company's accounting policy, the full value of the unit proceeds was allocated to common shares. These warrants expired on November 9, 2021 unexercised.

On February 11, 2019, the Company completed a non-brokered private placement, to members of the management team, of 554,000 units, each unit comprising of one common voting share and one-half common voting share purchase warrant. Each whole warrant entitles its holder to acquire one common voting share for \$1.00 per common voting share for a period of 12 months from the closing date. In accordance with the Company's accounting policy, the full value of the unit proceeds was allocated to common shares. These warrants expired on February 11, 2022 unexercised.

On April 24, 2019, the Company issued 2,000,000 units, each unit comprising of one common voting share and one-half common voting share purchase warrant. Each whole warrant entitles its holder to acquire one common voting share for \$1.00 per common voting share for a period of 12 months from the closing date. In accordance with the Company's accounting policy, the full value of the unit proceeds was allocated to common shares. These warrants expired on April 24, 2022 unexercised.

On December 1, 2021, the Company closed the first tranche of its previously announced non-brokered private placement consisting of 1,153,846 Units at a price of \$0.13 per Unit to raise gross proceeds of \$150,000. Each unit consisted of one common share and one common share warrant. Each Warrant entitles the holder to purchase one additional share at a price of \$0.25 per share for a period of three years following closing or until December 1, 2024, the expiry date. In accordance with the Company's accounting policy, the full value of the unit proceeds was allocated to common shares.

Escrowed shares

Pursuant to an escrow agreement (the "Escrow Agreement") dated as of February 1, 2017, among the Company, Computershare Trust Company of Canada ("Computershare") and certain shareholders of the Company, have deposited their common voting shares, under escrow. As at April 30, 2022, all these shares were released from escrow.

RISKS RELATED TO THE BUSINESS AND INDUSTRY

Business risk

The production and sale of adult-use cannabis involves many risks which may influence the ultimate success of the Company. While the management of CanadaBis realizes these risks cannot be eliminated, we are committed to monitoring and mitigating these risks. These risks include, but are not limited to the following:

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- ability to successfully obtain and renew Cannabis Act licenses and adhere to all regulatory requirements;
- actions by governmental authorities, including changes in laws, regulations and guidelines which may have adverse effects to the Company's operations;
- the risk that the Company continues as a going concern;
- no guarantee that the lender approves the new credit facility
- risk of failure to acquire regulatory approvals required to produce and sell cannabis;
- risks related to negative public perception of cannabis consumption which may have an adverse effect on the Company's operational results, consumer base, and financial results;
- competition in the market place, in what is quickly maturing industry;
- ability to execute the Company's strategy without additional financing;
- operating hazards and uninsured risks;
- potential for loss of key employees;
- ability to expand operations into international jurisdictions;
- availability of strategic alliances which complement or augment the Company's existing business;
- possibility of product liability claims against the Company;
- risk of product recalls and returns;
- ability to successfully develop new products and obtain required regulatory approvals;
- conflicts of interest which may arise between the Company and its directors and officers;
- risks related to agricultural operations, including disease, insect pests, and changes in climate;
- the Company's dependence on transportation and the possibility of disruptions;
- fluctuating prices of raw materials;
- risks related to compliance with safety, health, and environmental regulations;
- ability to protect and preserve intellectual property rights;
- risk of political and economic instability in the jurisdictions in which the Company operates;
- ability to successfully identify and make attractive acquisitions, joint ventures or investments, or successfully integrate future acquisitions;
- global economy risk, which may impact the Company's ability to raise equity or obtain additional financing;
- misappropriation of assets and security breaches;
- cyber security risks, loss of information and computer systems;
- risks related to global pandemic such as the current COVID-19 pandemic;
- demand for the Company's products and services and fluctuations in future revenues;
- development costs remaining consistent with budgets;
- ability to manage anticipated and unanticipated costs;
- pricing of various cannabis products;
- approval by the TSX-V and regulatory authorities of the financings and acquisitions being undertaken by the Company;
- impact of the COVID-19 pandemic on the Company's business;
- market demand for proposed product and brand launches;
- regulatory authorities continuing to act in accordance with prior guidance;
- equity and debt markets continuing to provide the Company with access to capital on terms acceptable to the Company;
- general economic trends and conditions;
- expected actions of third parties;
- future growth prospects and business opportunities;
- expected growth in the amount of cannabis sold by the Company and the expected timing, size and pricing regarding the recreational market;
- expectations with respect to future production costs;
- expectations with respect to the renewal and/or extension of the Company's licences and permits;
- capital cost of expected expansion by the Company;
- ability of the Company to achieve expected production;
- competitive conditions of the cannabis industry;
- applicable laws, regulations and any amendments thereof; and
- grant and impact of any licence or supplemental licence to conduct activities with cannabis or any amendments thereof.

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Financial instrument and risk management

The Company's principal financial instruments are outstanding amounts drawn from its credit facilities. Other financial assets and liabilities arising directly from its operations and corporate activities include cash and cash equivalents, accounts payable and accrued liabilities, taxes payable or receivable and long-term debt. The primary risk arising from the Company's financial instruments are credit risk, liquidity risk, and interest rate risk, each of which is discussed below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that would potentially subject the Company to concentrations of credit risks consist principally of cash and accounts receivable. All of the Company's cash was held at three financial institutions as at July 31, 2022, all of which are Canadian Chartered Banks.

For accounts receivable, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties. As at July 31, 2022, approximately 81% of the accounts receivable balances were with four parties. The Company has a credit concentration risk as it deals with counterparties that are in the licensed cannabis industry. The Company's expected credit loss allowance is determined based on 1% of not past due amounts, 5% for 1-30 days, 10% for 31- 60 days, 25% up to 90 days and 50% up to 90 days.

The Company's aging of trade receivables was as follows:

	July 31, 2022	July 31, 2021
Account receivables		
Not past due	\$ 1,643,738	\$ 612,886
1-30 days	536,402	2,812
31-90 days	1,121	39,383
90+ days	541,828	554,466
Total gross carrying amount	2,723,089	1,209,547
Loss allowance	(584,142)	(537,040)
Total carrying amount	\$ 2,138,947	\$ 672,507

Reconciliation of the loss allowance

The following table shows a reconciliation of the opening to the closing balance of the loss allowance by the class of financial instrument. All classes of financial instruments shown are assessed for impairment in the current year using the simplified approach permitted under IFRS 9, whereby the loss allowance is always measured at an amount equal to lifetime expected credit losses.

	July 31, 2022	July 31, 2021
Loss allowance		
Balance, beginning of period	\$ 537,040	\$ 85,500
Increase in loss allowance for the period	47,102	451,540
Balance, end of period	\$ 584,142	\$ 537,040

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Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet financial obligations at the point at which they are due. The Company's operating cash requirements are continuously monitored by management. As factors impacting cash requirements change, liquidity risks may necessitate the need for the Company to raise capital by issuing equity or obtaining debt financing.

The Company primarily financed its operations and growth initiatives by generating revenue, equity financing and other means of short-term financing available. Management is actively pursuing all sources of financing options available, which includes working with existing and new potential lenders to consider refinancing of existing credit facilities, equity financing, and other means of short-term and long-term financing. Near-term operating capital has been funded by way of related party advances, with repayment terms disclosed in Note 20 to the Financial Statements.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk through its long-term debt (Note 14). A 1% increase to the interest rate would have an approximate impact of \$64,820 on pre-tax earnings for the year ended July 31, 2022.

RELATED PARTY TRANSACTIONS

There were transactions between related parties which required disclosure in the Financial Statements.

Balances due from related parties as at:

Amount due from related party	July 31, 2022	July 31, 2021
890859 Alberta Ltd.	\$ 14,090	\$ 11,570

890859 Alberta Ltd. is a company owned by a shareholder and officer of the Company. 890859 Alberta Ltd. sells non-cannabis balms and creams produced by the Company and subleases space from the Company's retail location for rental income of \$2,400 for the years ended July 31, 2022 and 2021.

Balance due to related parties as at:

Amount due to related parties	July 31, 2022	July 31, 2021
SS Pipelines Ltd. (i)	\$ 689,745	\$ 689,744
Runaway Developments Ltd. (ii)	653,791	930,985
Director and shareholders (iii)	84,415	10,556
	\$ 1,427,951	\$ 1,631,286

(i) SS Pipelines Ltd. is a company owned by shareholders, a director and officer of the Company. The amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. Accordingly, the amounts have been presented as being all current on the consolidated statements of financial position.

(ii) Runaway Developments Ltd. is a company owned by a shareholder of the Company. The amounts due to Runaway Developments Ltd. bears interest at 7% per annum and matured on September 30, 2020. Subsequent to July 31, 2020 year-end, the maturity was extended to December 31, 2021. Subsequent to July 31, 2021, additional funds of \$277,193 advanced for operational purposes during the year were repaid in the year ended July 31, 2022. As at July 31, 2022, the balance outstanding includes accrued interest of \$7,583.

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(iii) As at July 31, 2022, an aggregate amount of \$84,415 (July 31, 2021 - \$10,556) was due to a Director and shareholders of the Company. These amounts are due on demand, unsecured and interest free. Majority of this amount outstanding pertained to the vape filling machine rental fee, of which approximately \$23,000 was repaid subsequent to July 31, 2022.

During the years ended July 31, 2022 and 2021, no operational and capital expenses were paid by the related parties on behalf of the Company. During the years ended July 31, 2022 and 2021, non-cannabis products sales to related parties were \$1,200 and \$2,400, respectively. The Company is leasing an extraction machine from a company that is owned by three directors of CanadaBis. See Notes 11(ii) and 13 for further details. During the year ended July 31, 2022 and 2021, the Company entered into separate agreements to rent for a twelve-month period a vape filling machine from a director and shareholder of the Company. During the years ended July 31, 2022 and 2021, an aggregate equipment rental expense of \$120,553 and \$54,410, respectively were incurred representing a rental fee of \$1 per vape filled. On June 27, 2022, the Board of Directors approved a consulting agreement with a director to provide certain legal, corporate and administration consulting services for a period from May 1, 2022 and an end date of April 30, 2023. The terms and conditions of this consulting agreement is within normal course of business and payable immediately. As at July 31, 2022, the accounts payable balance includes \$2,848 due for consulting services performed.

CRITICAL ACCOUNTING ESTIMATES & JUDGEMENTS

There have been no significant changes in CanadaBis' critical accounting estimates in the year ended July 31, 2022. Further information on the Company's critical accounting policies and estimates are disclosed in Note 5 to the Financial Statements.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information that reflects management's expectations related to expected future events, financial performance and operating results of the Company. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur.

All statements other than statements of historical fact included in the MD&A may be forward-looking information. Forward-looking information are not facts, but only expectations as to future events and generally can be identified by the use of statements that include words or phrases such as, "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "likely", "may", "project", "predict", "propose", "potential", "might", "plan", "seek", "should", "targeting", "will", "Non-GAAP Measures", "Adjusted EBITDA" and similar expressions. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that may cause CanadaBis' actual results or events to differ materially from those anticipated in such forward-looking statements.

CanadaBis believes that the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. This MD&A contains forward-looking statements pertaining to the following:

- the Company's business plans;
- the Company's monitoring of consumer plans and expectations regarding the developments of extraction products in the cannabis space;
- projections on products and relationships with toll processors;
- the plans to rectify debt covenants including new credit facility approval;
- expectations regarding the Company's evaluation of growth opportunities and plans with respect to the same;
- projection of market prices and costs;
- anticipated supply and demand for recreational cannabis;
- the Company's expansion of the cultivation and extraction facilities;
- the Company's ability to offer high quality cannabis products; and
- impact of the proposed changes to the edibles market.

With respect to forward-looking statements listed above and contained in this MD&A, CanadaBis has made assumptions regarding, among other things, the following:

- there will be no material change to the regulatory environment in which CanadaBis operates;
- CanadaBis will receive the required license and approvals on a timely basis, as anticipated;
- Pricing of various cannabis products;
- Development costs remaining consistent with budgets;

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- Market demand for proposed product and brand launches;
- The expected growth in the amount of cannabis sold by the Company and the expected timing, size and pricing regarding the recreational market; and
- Capital cost of expected expansion by the Company.

CanadaBis' actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth above. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. CanadaBis does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.