

RMR SCIENCE TECHNOLOGIES INC.

FILING STATEMENT

In respect of the Qualifying Transaction pursuant to Policy 2.4 of the TSX Venture Exchange of RMR Science Technologies Inc. with cannÖgen Biosciences, Inc.

Dated as of May 30, 2019

All information in this Filing Statement with respect to cannÖgen Biosciences, Inc. (“cannÖgen”), was supplied by cannÖgen for inclusion herein.

Neither the TSX Venture Exchange Inc. (the “Exchange”) nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

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AUDITORS’ CONSENT – DAVIDSON & COMPANY LLP (AS AUDITORS OF RMR)

AUDITORS’ CONSENT – DAVIDSON & COMPANY LLP (AS AUDITORS OF CANNÖGEN)

ACKNOWLEDGEMENT OF PERSONAL INFORMATION

CERTIFICATE OF RMR

CERTIFICATE OF CANNÖGEN

GLOSSARY OF TERMS

Unless the context otherwise provides, the following terms used in this Filing Statement and the Appendices hereto shall have the meanings ascribed to them as set forth below:

“**Affiliate**” means a Company that is affiliated with another Company as described below:

A Company is an “Affiliate” of another Company if:

- (a) one of them is the Subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A Company is “controlled” by a Person if:

- (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person;

“**Agency Agreement**” means the agency agreement to be entered into among the Agents, RMR and cannÖgen in connection with the Private Placement, as the same may be amended, restated, supplemented or otherwise modified from time to time;

“**Agents**” means Canaccord Genuity Corp. and PI Financial Corp.;

“**Agents’ Warrants**” has the meaning ascribed to that term under “*Summary – Private Placement*”;

“**Applicable Canadian Securities Laws**”, in any context that refers to one or more persons, means, collectively, and as the context may require, the securities legislation of each of the provinces and territories of Canada, and the rules, regulations, instruments, notices, blanket orders and policies published and/or promulgated thereunder, as such may be amended from time to time prior to the Effective Date, that apply to such person or persons or his/her/its/their business, undertaking, property or securities and emanate from a person having jurisdiction over the person or persons or his/her/its/their business, undertaking, property or securities, together with the rules of the TSXV that apply to such person or persons;

“**Applicable Laws**” means, in any context that refers to one or more persons, the Laws that apply to such person or persons or his/her/its/their business, undertaking, property or securities and emanate from a person having jurisdiction over the person or persons or his/hers/its/their business, undertaking, property or securities;

“**Associate**” when used to indicate a relationship with a Person or Company, means:

- (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the Person or Company,
- (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,

- (d) in the case of a Person, a relative of that Person, including:
- i. that Person's spouse or child, or
 - ii. any relative of the Person or of his spouse who has the same residence as that Person;
- but

where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the TSXV Rule Book and Policies with respect to that Member firm, Member corporation or holding company;

“**BCBCA**” means the *Business Corporations Act, SBC 2002, c 57*, as amended, including the regulations promulgated thereunder;

“**Board**” means the board of directors of RMR, cannÖgen or the Resulting Issuer, as the context requires;

“**Business**” has the meaning ascribed to that term under “*Part II – Information Concerning cannÖgen – Narrative Description of the Business – General*”;

“**cannÖgen**” means cannÖgen Biosciences, Inc., a corporation incorporated pursuant to the laws of the State of Nevada;

“**cannÖgen Common Shares**” means the common stock in the capital of cannÖgen;

“**cannÖgen Name Change**” means the name change of cannÖgen to “cannÖgen Health, Inc.”, as approved by the cannÖgen Securityholders, which is expected to be completed immediately prior to Closing of the Transaction;

“**cannÖgen Securityholders**” means collectively, the holders, from time to time, of cannÖgen Common Shares;

“**cannÖgen Units**” means one cannÖgen common share and one half of one cannÖgen Warrant issuable upon the conversion of the Convertible Promissory Notes;

“**cannÖgen Warrants**” means the warrants issuable upon conversion of the Convertible Promissory Notes;

“**Closing**” means the closing of the Proposed Qualifying Transaction pursuant to the provisions of the Share Exchange Agreement;

“**Closing Date**” means the date on which the Closing occurs, which is anticipated to be on or before July 15, 2019, or such earlier or later date as the Parties may agree;

“**Commission**” means the cash commission equal up to 7.0% of the gross proceeds raised in the Private Placement payable to the Agents;

“**Company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

“**Completion of the Qualifying Transaction**” means the date the Final Exchange Bulletin is issued by the Exchange;

“**Control Person**” means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

“**Convertible Promissory Notes**” has the meaning ascribed to that term under “*Part II – Information Concerning cannÖgen – General Development of the Business – History*”;

“**Corporate Finance Shares**” has the meaning ascribed to that term under “*Summary – Private Placement*”;

“**CPC**” means a corporation:

- (a) that has been incorporated or organized in a jurisdiction in Canada;
- (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy, and
- (c) in regard to which the completion of a Qualifying Transaction has not yet occurred;

“**CPC Escrow Agreement**” means the Form 2F – *CPC Escrow Agreement* dated February 9, 2018, among RMR, Computershare Investor Services Inc. and certain securityholders of RMR;

“**CPC Policy**” means Exchange Policy 2.4 – *Capital Pool Companies*;

“**Effective Date**” means the date agreed to by RMR and cannÖgen, or after the date that all conditions to the Share Exchange Agreement have been satisfied or waived in accordance with Article 6 of the Share Exchange Agreement;

“**Escrow Policy**” means Exchange Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions*;

“**Exchange**” or “**TSXV**” means the TSX Venture Exchange Inc.;

“**Exchange Policies**” means the policies of the TSXV;

“**FDA**” means the USA Food and Drug Administration;

“**Filing Statement**” means this filing statement of RMR, including the appendices attached thereto;

“**Final Exchange Bulletin**” means the Exchange bulletin which is issued following closing of the Proposed Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Proposed Qualifying Transaction;

“**GAAP**” or “**Canadian GAAP**” means generally accepted accounting principles in Canada applicable to public companies at the relevant time;

“**Governmental Authority**” means any domestic or foreign federal, territorial, provincial, state or local governmental, regulatory or administrative authority, department, court, agency, commission, board or tribunal or official, including any political subdivision thereof;

“**IFRS**” means International Financial Reporting Standards;

“**Infusion License**” has the meaning ascribed to that term under “*Summary – cannÖgen*”;

“**Initial Listing Requirements**” has the meaning ascribed to such term in Exchange Policy 2.1 – *Initial Listing Requirements*;

“**Insider**” if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer,
- (b) a director or senior officer of a company that is an Insider or Subsidiary of the issuer,

- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer, or
- (d) the issuer itself if it holds any of its own securities;

“**IPO Agency Agreement**” means the agency agreement entered into in connection with the RMR IPO, between RMR and PI Financial Corp., dated February 9, 2018;

“**IPO Agent Option**” and “**IPO Agent’s Options**” has the meaning ascribed to such term under “*Part I Information Concerning RMR – Description of Securities*”;

“**Laws**” means all laws (including, for greater certainty, common law), all statutes, regulations, by-laws, statutory rules, orders, ordinances, protocols, codes, guidelines, notices and directions enacted by a Governmental Authority (including all Applicable Canadian Securities Laws), the rules of the TSXV, and the terms and conditions of any grant of approval, permission, authority or license of any Governmental Authority or self-regulatory authority;

“**Letter of Intent**” means the letter of intent between RMR and cannÖgen dated April 14, 2018, as amended on July 31, 2018, with respect to the Proposed Qualifying Transaction,;

“**Licenses**” means, collectively, the McCleary License, the McCleary Scientific License, the Infusion License, the Micronutrients License and the Sen License;

“**Lock-up Purchase Agreement**” means the purchase agreements to be entered into in connection with the Share Exchange Agreement pursuant to which the holders of the Convertible Promissory Notes will sell and transfer the Convertible Promissory Notes to RMR in exchange for RMR Shares and RMR Debenture Warrants;

“**Material Adverse Change**” or “**Material Adverse Effect**” means, with respect to a Party, any fact or state of facts, circumstance, change, effect occurrence or event that, individually or in the aggregate is, or would reasonably be expected to be, material and adverse to the condition (financial or otherwise), business, operations, properties, licenses, affairs, assets, liabilities (contingent or otherwise), capitalization, results of operations, cash-flows or prospects of the Party and its Subsidiaries, taken as a whole, other than a change, effect, occurrence or event relating to or resulting from:

- (a) any matter which has been publicly disclosed or communicated in writing to the other Party as of the date hereof;
- (b) any changes or effects arising, directly or indirectly, from the Share Exchange or any other matters or actions permitted, contemplated or required by the Share Exchange Agreement, including any public announcement of the foregoing, or consented to or approved in writing by the other Party; or
- (c) that relates to or arises out of any action taken by a Party or a Subsidiary of the Party, if any, that is consented to by the other Party in accordance with the terms of the Share Exchange Agreement,

provided, however, that: (A) while a change in the market price or trading volume of a Party’s equity securities will not itself be considered to have a Material Adverse Effect the underlying cause of such change may be considered in determining whether an event, development or circumstance has a Material Adverse Effect; and (B) references in the Share Exchange Agreement to dollar amounts are not intended to be, and shall not be deemed to be, illustrative or interpretative for purposes of determining whether an event, development or circumstance has a Material Adverse Effect;

“**McCleary License**” has the meaning ascribed to that term under “*Summary – cannÖgen*”;

“**McCleary Scientific License**” has the meaning ascribed to that term under “*Summary – cannÖgen*”;

“**Member**” has the meaning in Rule A 1.00 of the TSXV Rule Book and Policies;

“**Micronutrients License**” has the meaning ascribed to that term under “*Summary – cannÖgen*”;

“**misrepresentation**” has the meaning ascribed thereto in the BCBCA;

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“**Non-Arm’s Length Party**” means: (a) in relation to a Company, a Promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any such Persons; and (b) in relation to an individual, means any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person;

“**Non-Arm’s Length Qualifying Transaction**” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

“**other Party**” means: (a) with respect to RMR, cannÖgen; and (b) with respect to cannÖgen, RMR;

“**Parties**” means RMR and cannÖgen; and “**Party**” means any one of them;

“**Person**” means a Company or an individual;

“**Private Placement**” means the brokered private placement of a minimum of 7,500,000 RMR Units up to a maximum of 12,500,000 Units at a price of \$0.40 per RMR Unit for aggregate gross proceeds of a minimum of \$3,000,000 up to a maximum of \$5,000,000, completed pursuant to the Agency Agreement, to close concurrently with the Proposed Qualifying Transaction;

“**Promoter**” means (a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in funding, organizing or substantially reorganizing the business of an issuer; or (b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, ten (10%) percent or more of any class of securities of the issuer or ten (10%) percent or more of the proceeds from the sale of any class of securities of a particular issuer, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such person or company does not otherwise take part in founding, organizing or substantially reorganizing the business;

“**Proposed Qualifying Transaction**” or “**Transaction**” means the transaction whereby, among other things, all of the issued and outstanding cannÖgen Common Shares will be exchanged for RMR Common Shares on a one-for-one basis at a deemed price of \$0.27 per share, resulting in cannÖgen becoming a wholly-owned subsidiary of RMR for the purposes of completing RMR’s Qualifying Transaction;

“**Qualifying Transaction**” means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, acquisition, merger or arrangement with another company or by other means;

“**Resulting Issuer**” means RMR, which through its wholly-owned subsidiary cannÖgen, carries on the business of cannÖgen, after the Share Exchange and issuance of the Final Exchange Bulletin;

“**Resulting Issuer Escrow Shares**” means Resulting Issuer Shares required to be held in escrow pursuant to Section 3 of the Escrow Policy;

“**Resulting Issuer Options**” means the options of the Resulting Issuer expected to be outstanding immediately following Closing under the RMR Option Plan;

“**Resulting Issuer Preferred Shares**” has the meaning ascribed to that term under “*Part IV – Information Concerning the Resulting Issuer – Narrative Description of the Business – Description of the Securities*”;

“**Resulting Issuer Shares**” means the class A common shares in the capital of the Resulting Issuer;

“**RMR**” means RMR Science Technologies Inc.;

“**RMR Common Shares**” means the class A common shares of RMR;

“**RMR Debenture Warrants**” means the common share purchase warrants of RMR issuable pursuant to the terms of the Lock-up Purchase Agreements;

“**RMR IPO**” means the initial public offering of RMR, completed by way of CPC prospectus on March 15, 2018, pursuant to which 5,000,000 RMR Common Shares were sold at a price of \$0.10 per RMR Common Share for gross proceeds of \$500,000;

“**RMR Name Change**” means the change in the name of RMR to “cannÖgen Biosciences Inc.” as approved by the Board of RMR which is expected to be completed immediately prior to Closing of the Transaction;

“**RMR Option Plan**” means the incentive stock option plan of RMR;

“**RMR Options**” means options to purchase RMR Common Shares pursuant to the RMR Option Plan;

“**RMR Preferred Shares**” has the meaning ascribed to such term under “*Part I Information Concerning RMR – Description of Securities*”;

“**RMR Units**” means units of RMR to be issued pursuant to the Private Placement. Each RMR Unit is comprised of one Resulting Issuer Share and one half of one RMR Warrant;

“**RMR Warrants**” means the common share purchase warrants of RMR. Each whole RMR Warrant will entitle the holder thereof to purchase one Resulting Issuer Share at an exercise price of \$0.60 per Resulting Issuer Share for a period of two years from the Closing Date. The RMR Warrants are subject to an accelerated expiry provision wherein if the Resulting Issuer Shares trade over \$0.85 on the TSXV, or on another recognized exchange, for a period of ten consecutive trading days, the Resulting Issuer may provide written notice to the holders of the RMR Warrants that the RMR Warrants shall expire 30 days from the date of that notice;

“**Sen License**” has the meaning ascribed to that term under “*Summary – cannÖgen*”;

“**Share Exchange**” means the exchange of cannÖgen Common Shares for RMR Shares pursuant to the terms of the Share Exchange Agreement;

“**Share Exchange Agreement**” means the share exchange agreement dated May 30, 2019 between RMR, cannÖgen and the cannÖgen Securityholders, as the same may be amended, restated, supplemented or otherwise modified from time to time, providing for, among other things, the Share Exchange and the RMR Name Change;

“**Significant Assets**” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements of the Exchange;

“**Sponsor**” has the meaning specified in the Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*;

“**Subsidiary**” has the meaning set forth in the BCBCA;

“**Tax**” or “**Taxes**” means all taxes, duties, fees, premiums, assessments, imposts, levies and other charges of any kind whatsoever imposed by any Governmental Authority, together with all interest, penalties, fines, additions to tax or other additional amounts imposed in respect thereof, including those levied on, or measured by, or referred to as, income, gross receipts, profits, capital, large corporation, capital gain, alternative minimum, transfer, land transfer, sales, goods and services, harmonized sales, use, value-added, excise, stamp, withholding, business, franchising, property, employer health, payroll, employment, health, social services, education and social security taxes, all

surtaxes, all customs duties and import and export taxes, all employment insurance, health insurance and Canada and other Governmental Authority pension plan and workers compensation premiums or contributions including any interest, fines or penalties for failure to withhold, collect or remit any tax and any liability for such taxes imposed by Law with respect to any other person arising pursuant to any tax sharing, indemnification or other agreements or any liability for taxes of any predecessor or transferor entity and whether disputed or not;

“**Tax Act**” means the *Income Tax Act* (Canada) R.S.C. 1985, c. 1 (5th Supp.) as amended, including the regulations promulgated thereunder; and

“**TSXV Escrow Agreement**” means the escrow agreement to be entered into among Computershare Trust Company of Canada, RMR and cannOgen Securityholders in compliance with the requirements of the TSXV, with the securities subject to such agreement to be released in accordance with the prescribed policies of the TSXV.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

FORWARD LOOKING STATEMENTS AND CAUTIONARY INFORMATION

This Filing Statement contains forward-looking statements concerning the business, operations and financial performance and condition of RMR, cannÖgen, and the Resulting Issuer, as applicable. All statements other than statements of historical fact contained in this Filing Statement are forward-looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving RMR, cannÖgen or the Resulting Issuer. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “believes”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “forecasts”, “budgets”, “continuous” or similar words or the negative thereof.

Forward-looking statements involve 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 statements. The forward-looking statements in this Filing Statement reflect the current expectations, assumptions or beliefs of RMR based on information currently available to it and on management’s experience and expertise. Examples of such statements include: (a) the intention to complete the Proposed Qualifying Transaction; (b) completion of the Private Placement; (c) the description of the Resulting Issuer that assumes completion of the Proposed Qualifying Transaction; (d) the intention to grow the business and operations of the Resulting Issuer and (e) the acquisition of the Licenses by the Resulting Issuer. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in “*Part VI – Risk Factors*” section of this Filing Statement. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this Filing Statement. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this Filing Statement are based upon what management currently believes to be reasonable assumptions, neither RMR nor cannÖgen can assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. RMR, cannÖgen and the Resulting Issuer assume no responsibility to update forward looking statements, other than as may be required by applicable securities laws.

Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to:

- (a) failure to complete the Private Placement;
- (b) failure to acquire the Licenses;
- (c) the use of available funds by the Resulting Issuer;
- (d) results and performance of the Resulting Issuer;
- (e) cost structure of certain projects/milestones of the Resulting Issuer;
- (f) growth expectations and any proposed acquisitions by the Resulting Issuer;
- (g) the Tax horizon of the Resulting Issuer;
- (h) changes in market dynamics including business relationships and competition;
- (i) capital expenditure programs and the timing and funding thereof;
- (j) the impact of federal, state, provincial, territorial and other governmental regulation on the Resulting Issuer, relative to other issuers of similar size participating in similar business environments;
- (k) increased governmental regulation;

- (l) expectations relating to the ability of the Resulting Issuer to raise capital;
- (m) treatment under governmental regulatory regimes and Tax laws;
- (n) conflicts of interest;
- (o) changes in key management;
- (p) expansion plans of the Resulting Issuer not being completed as expected or at all;
- (q) trademark challenges;
- (r) patent challenges;
- (s) realization of the anticipated benefits of acquisitions and dispositions; and
- (t) the timing and completion of the Proposed Qualifying Transaction.

The forward-looking statements contained in this Filing Statement speak only as of the date of this Filing Statement. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. RMR assumes no obligation to update these forward-looking statements except as may otherwise be required pursuant to Applicable Laws.

This Filing Statement includes certain measures which have not been prepared in accordance with IFRS, namely “**Adjusted EBITDA**”. These terms are not measures that have any standardized meaning prescribed by IFRS and are considered non-IFRS measures. While these measures may not be comparable to similar measures presented by other issuers, these measures have been described and presented in this Filing Statement to provide shareholders and potential investors with additional information regarding cannÖgen’s results, liquidity, and its ability to generate funds to finance its operations. When assessing cannÖgen’s operating performance or liquidity, investors and others should not consider this data in isolation or as a substitute for net profit, cash flow from operating activities, or other cash flow data calculated in accordance with IFRS. In addition, cannÖgen’s calculation of Adjusted EBITDA may not be comparable to EBITDA or similarly titled measures utilized by other companies since such other companies may not calculate EBITDA in the same manner. The Non-IFRS measure “Adjusted EBITDA” used in this Filing Statement is calculated as follows: *Adjusted EBITDA is a non-IFRS measure, defined as: profit for the period before nonrecurring expenditures, foreign exchange gains or losses, interest expense, income Taxes, acquisition-related costs, depreciation and amortization.*

CURRENCY PRESENTATION

In this Filing Statement, all references to “\$” or “CDN\$” refer to Canadian dollars and all references to “US\$” refer to United States dollars.

MARKET AND INDUSTRY DATA

The market and industry data contained in this Filing Statement is based upon information from independent industry and other publications and cannÖgen’s knowledge of, and experience in, the industry in which cannÖgen operates. None of the sources of market and industry data have provided any form of consultation, advice or counsel regarding any aspect of, or are in any way whatsoever associated with, the Proposed Qualifying Transaction. Market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data is not guaranteed. Neither RMR nor cannÖgen have independently verified any of the data from third party sources referred to in this Filing Statement or ascertained the underlying assumptions relied upon by such sources.

INFORMATION CONCERNING CANNÖGEN

The information contained or referred to in this Filing Statement relating to cannÖgen and the description of the business of the Resulting Issuer anticipated upon the completion of the Proposed Qualifying Transaction has been furnished by cannÖgen. Although RMR has no knowledge that would indicate that any statements contained herein concerning cannÖgen and the description of the business of the Resulting Issuer anticipated upon the completion of the Proposed Qualifying Transaction are untrue or incomplete, neither RMR nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by cannÖgen to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

INFORMATION CONCERNING RMR

The information contained or referred to in this Filing Statement relating to RMR has been furnished by RMR. Although cannÖgen has no knowledge that would indicate that any statements contained herein concerning RMR are untrue or incomplete, neither cannÖgen nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by RMR to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

SUMMARY

The following is a summary of information relating to RMR, cannÖgen, the Proposed Qualifying Transaction and the Resulting Issuer (assuming completion of the Proposed Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

Unless otherwise stated herein, all capitalized terms herein shall have the meaning set forth in the Glossary of Terms.

RMR

RMR was incorporated under the BCBCA on October 17, 2017. The head office of RMR is located at 4-3300 157A St., Surrey, British Columbia, V3Z 2P2 and RMR's registered and records office is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, V7X 1T2.

RMR is a CPC under the CPC Policy. On March 15, 2018, RMR completed the RMR IPO of 5,000,000 RMR Common Shares at a price of \$0.10 per RMR Common Share for gross proceeds of \$500,000. The RMR Common Shares began trading on the Exchange effective March 19, 2018 under the symbol "RMS.P". Since the RMR IPO, the principal business of RMR has been identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction.

On April 14, 2018, RMR entered into the Letter of Intent with cannÖgen and trading in the RMR Common Shares was halted on April 16, 2018. The RMR Common Shares will remain halted until RMR receives a Final Exchange Bulletin regarding its Proposed Qualifying Transaction.

See "Part I – Information Concerning RMR – General Development of the Business".

cannÖgen

cannÖgen was incorporated on November 21, 2017 pursuant to the laws of the State of Nevada. The registered and records office as well as the head office is located at 774 Mays Blvd., Incline Village, Nevada, USA 89451. cannÖgen has no Subsidiaries, is not a reporting issuer in any province or territory of Canada and the cannÖgen Common Shares are not listed for trading on any exchange. To date, cannÖgen has not conducted an operational business.

On completion of the Proposed Qualifying Transaction, cannÖgen intends to develop, produce, market and sell science-based health and medical products aimed at health-conscious adults and their pets to address a broad spectrum of physical conditions, which are expected to be engineered using patented processes and product compositions that combine nutrients and other active ingredients in a highly bioavailable form. The main product lines of cannÖgen are expected to be: (i) health composition products, (ii) pH beverage products, (iii) medical food compositions and (iv) pet health products.

cannÖgen has entered into the following license agreements, each of which contain a memorandum of understanding which provides cannÖgen with the exclusive option and rights granted under each license agreement by providing the consideration as specified in "*Part II – Information Concerning cannÖgen – General Development of the Business*":

- License agreement dated April 14, 2018, as amended on July 31, 2018, December 26, 2018, February 26, 2019 and May 29, 2019, between Dr. Larry McCleary, as licensor, and cannÖgen, as licensee, ("**McCleary License**") providing cannÖgen with an exclusive, perpetual right and license to compounds, methods or systems, and any formulations

utilizing various patents and intellectual property for “Medical Condition Use Products”, “Health Composition Use Products” and “Related Use Products” for humans and animals. The license agreement further grants cannÖgen an exclusive, royalty-free license in the following trademarks: “CANNOGEN”, “PHUEL” and “CANNABICORE”, which trademark applications are currently pending.

- License agreement dated April 14, 2018, as amended on July 31, 2018, December 26, 2018, February 26, 2019 and May 29, 2019, between McCleary Scientific dba Vitexxa, LLC and Dr. Larry McCleary, as licensors, and cannÖgen, as licensee, (“**McCleary Scientific License**”) providing cannÖgen with an exclusive, worldwide right and license to market, use, sell, offer to sell, export and sublicense ingestible products branded as “VITALOSS”, “BONEXID” and “LUCIDAL”, and the book “The Fracture Cure” written by Dr. Larry McCleary and other related products including Cal/D and Omega3.
- License agreement dated May 15, 2018, as amended July 31, 2018, December 26, 2018, February 26, 2019 and May 29, 2019, between Infusion Biosciences, Inc., as licensor, and cannÖgen, as licensee, (“**Infusion License**”) providing cannÖgen with the exclusive right and license to the licensor’s compounds, methods or systems, and any formulation utilizing the proprietary Aqueous Phytorecovery Process technology and all patents formally requested by the licensor relating to the foregoing that allows recovery of an entourage of phytochemical compounds in water solutions and in edible oils with medical and health benefits derived from plants. The license agreement further provides cannÖgen with an exclusive, royalty-free license to any trademarks of the licensor. The licensor is currently in the process of obtaining patent rights for this process.
- License agreement dated May 15, 2018 as amended July 31, 2018, December 26, 2018, February 26, 2019 and May 29, 2019, between Micronutrients Technologies, Inc., as licensor, and cannÖgen, as licensee, (“**Micronutrients License**”) providing cannÖgen with an exclusive right and license to the licensor’s compounds, methods or systems, and any formulation utilizing the licensor’s production, formulation and use of certain minerals in water-soluble forms for the addition to or creation of products for human and animal nutrition know-how and patent rights relating to the foregoing: (i) as a drug/pharmaceutical for humans following approval under the New Drug Application process of the FDA (limited to products intended for use in the diagnosis, cure, mitigation, treatment or prevention of bone and/or muscle disease or damage), such use right being conditional on the commencement of a clinical trial, establishing the product’s safety and effectiveness; and (ii) as a medical food and foods for special dietary needs for humans. The license agreement also provides cannÖgen with a non-exclusive license to all other use rights for the products, in particular, for general health. The license agreement provides cannÖgen with an exclusive, royalty-free license to all trademarks in connection with the commercialization of products. The licensor is currently in the process of obtaining patent rights for this process.
- License agreement dated May 15, 2018 as amended July 31, 2018, December 26, 2018, February 26, 2019 and May 29, 2019, between Dr. Arup Sen, as licensor, and cannÖgen, as licensee, (“**Sen License**”) providing cannÖgen with an exclusive right and license to the licensor’s

compounds, methods or systems, and any formulation utilizing the licensor's proprietary process that allows complex liquid formulations to be delivered from a soluble capsule and the patent rights related thereto: (i) as a drug/pharmaceutical for humans following approval under the New Drug Application process of the FDA (limited to products intended for use in the diagnosis, cure, mitigation, treatment or prevention of bone and/or muscle disease or damage), such use rights being conditional on the commencement of a clinical trial, establishing the product's safety and effectiveness; and (ii) as a medical food and foods for special dietary needs for humans. The license agreement also provides cannÖgen with a non-exclusive license to all other use rights for the products, in particular, for general health. The license agreement provides cannÖgen with an exclusive, royalty-free license to all trademarks in connection with the commercialization of products. The licensor is currently in the process of obtaining patent rights for this process.

See "*Part II – Information Concerning cannÖgen – General Development of the Business*".

Proposed Qualifying Transaction

RMR entered into the Letter of Intent with cannÖgen, whereby cannÖgen and the cannÖgen Securityholders agreed to complete the Share Exchange. RMR, cannÖgen and the cannÖgen Securityholders entered into the Share Exchange Agreement on May 30, 2019. The Share Exchange Agreement provides, that as a condition to the closing of the Proposed Qualifying Transaction, all holders of Convertible Promissory Notes must have entered into a Lock-up Purchase Agreement with RMR such that upon completion of the Proposed Qualifying Transaction RMR will hold 100% of all of the issued and outstanding securities of cannÖgen.

RMR will satisfy the purchase price for the cannÖgen Shares purchased pursuant to the Share Exchange Agreement by issuing an aggregate of 7,500,000 RMR Common Shares to the holders of such cannÖgen Shares at a deemed price of \$0.27 per RMR Common Share. RMR will satisfy the purchase price for the Convertible Promissory Notes by issuing an aggregate of 1,078,085 RMR Common Shares and 539,043 RMR Debenture Warrants to holders of the Convertible Promissory Notes.

Upon completion of the Proposed Qualifying Transaction, the Resulting Issuer, through its wholly-owned subsidiary, will carry on the business previously carried on by cannÖgen.

In addition to the Share Exchange, there are a number of transactions that are expected to occur concurrently with or prior to the Share Exchange, including the Private Placement, the RMR Name Change and the cannÖgen Name Change.

See "*Part III – The Proposed Qualifying Transaction*".

Private Placement

Concurrently with the Proposed Qualifying Transaction and pursuant to the Agency Agreement, RMR shall complete the Private Placement and issue a minimum of 7,500,000 RMR Units up to a maximum of 12,500,000 RMR Units at a price of \$0.40 per RMR Unit, for aggregate gross proceeds of a minimum of \$3,000,000 up to a maximum of \$5,000,000.

Each RMR Unit shall entitle the holder to one Resulting Issuer Share and one half of one RMR Warrant. Each RMR Warrant shall entitle the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.60 per Resulting Issuer Share for a period of two years from the date such RMR Warrant was

issued. The RMR Warrants contain an accelerated expiry provision which provides that if the Resulting Issuer Shares trade over \$0.85 on the TSXV, or another recognized exchange, for a period of ten consecutive trading days, the Resulting Issuer may provide written notice to the holder of the RMR Warrant that the RMR Warrant shall expire 30 days from the date of such notice.

Pursuant to the Private Placement, the Agents will receive the Commission, a corporate finance fee consisting of \$75,000 and 187,500 Resulting Issuer Shares (the “**Corporate Finance Shares**”). The Agents will also receive up to such number of Resulting Issuer Share purchase warrants (“**Agents’ Warrants**”) being equal to 7.0% of the RMR Units sold under the Private Placement. Each Agents’ Warrant shall entitle the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.40 per Resulting Issuer Share for a period of two years from the date such Agent Warrant was issued.

The proceeds of the Private Placement will be used as set forth under “*Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*”.

Conditions to Completion of the Transaction

The Closing of the Share Exchange is subject to certain conditions, including but not limited to, completion of the Private Placement, receipt of all necessary regulatory and third-party approvals and the Exchange being satisfied that after completion of the Proposed Qualifying Transaction, the Resulting Issuer will satisfy the Exchange’s Initial Listing Requirements in order to become a Tier 2 Life Sciences Issuer for purposes of Exchange Policies.

See “*Part III – The Proposed Qualifying Transaction – Material Aspects of the Share Exchange Agreement*”.

Resulting Issuer

Following Closing of the Share Exchange, cannÖgen will be a wholly-owned Subsidiary of RMR and the Resulting Issuer will carry on the business of cannÖgen. The Resulting Issuer will be named “cannÖgen Biosciences Inc.” or such other name as may be accepted by the relevant regulatory authorities, approved by the Board of RMR and agreed upon by the Parties. RMR has received Board approval for the RMR Name Change, and has reserved with the Exchange the stock symbol “OGEN” for the Resulting Issuer. RMR does not require shareholder approval for the RMR Name Change. cannÖgen will be named “cannÖgen Health, Inc.” or such other name as may be accepted by the relevant regulatory authorities, approved by the Board of cannÖgen and agreed upon by the Parties. See “*Part III – The Proposed Qualifying Transaction – RMR Name Change*” and “*Part III – The Proposed Qualifying Transaction – cannÖgen Name Change*”.

Upon completion of the Share Exchange, it is anticipated that certain directors of RMR will resign and the Board of the Resulting Issuer will consist of Robin Hutchison, J. Michael Hutchison and Dr. Larry McCleary.

Following Closing of the Proposed Qualifying Transaction, it is expected that: (a) the current holders of RMR Common Shares will hold approximately 7,735,775 Resulting Issuer Shares, representing approximately 32.23% of the outstanding Resulting Issuer Shares; (b) former holders of cannÖgen Common Shares will hold approximately 7,500,000 Resulting Issuer Shares, representing approximately 31.25% of the outstanding Resulting Issuer Shares; (c) subscribers under the Private Placement will hold approximately 7,500,000 Resulting Issuer Shares (assuming completion of the minimum offering), representing approximately 31.25% of the outstanding Resulting Issuer Shares; (d) former holders of Convertible Promissory Notes will hold approximately 1,078,085

Resulting Issuer Shares representing 4.49% of the outstanding Resulting Issuer Shares, and (e) holders of the Corporate Finance Shares will hold approximately 187,500 Resulting Issuer Shares, representing approximately 0.78% of the outstanding Resulting Issuer Shares.

See “Part IV – Information Concerning the Resulting Issuer – Pro Forma Consolidated Capitalization”.

Proposed Directors and Officers	Number and Percentage of Resulting Issuer Shares After Giving Effect to the Transaction⁽¹⁾⁽²⁾⁽³⁾
Ronald Erickson – President	1,200,000 (5.00%)
Judi Dalling – Chief Financial Officer and Corporate Secretary	100,000 (0.42%)
Robin Hutchison – Director and Chairman of the Board	1,200,000 (5.00%)
Dr. Larry McCleary ⁽⁴⁾ – Director and Chief Medical & Scientific Officer	5,000,000 (20.83%)
J. Michael Hutchison – Director	100,000 (0.42%)

Notes:

- (1) Based on an anticipated total of 24,001,360 Resulting Issuer Shares issued and outstanding after giving effect to the Proposed Qualifying Transaction.
- (2) The Resulting Issuer Shares over which each of the proposed directors and officers will exercise control includes those cannÖgen Common Shares which shall be exchanged for Resulting Issuer Shares pursuant to the Share Exchange upon Closing of the Transaction and is exclusive of any Resulting Issuer Shares issuable upon exercise or conversion of any convertible securities.
- (3) Robin Hutchison, J Michael Hutchison and Dr. Larry McCleary will comprise the Audit Committee of the Resulting Issuer.
- (4) Shares for Dr. Larry McCleary are held directly by Vitexxa, LLC, a corporation incorporated in the State of Nevada and owned 50/50 between Dr. Larry McCleary and his spouse, Christine McCleary.
- (5) Before the giving effect to the Transaction: (i) Ronald Erickson held 1,200,000 RMR Common Shares; (ii) Judi Dalling held 100,000 RMR Common Shares; (iii) Robin Hutchison held 1,200,000 RMR Common Shares; (iv) Dr. Larry McCleary, through Vitexxa LLC, held 5,000,000 cannÖgen Common Shares; and (v) J. Michael Hutchison held 100,000 RMR Common Shares.

See “Part IV – Information Concerning the Resulting Issuer – Directors, Officers and Promoters”.

Non-Arm’s Length Party Transaction

The Proposed Qualifying Transaction, if completed, is not a Non-Arm’s Length Qualifying Transaction.

Available Funds

It is anticipated that upon completion of the Proposed Qualifying Transaction, the Resulting Issuer will have approximately \$2,460,456 in available funds at Closing, including the net proceeds to RMR from the Private Placement. These funds will consist mainly of cash, which will be used as set forth below and under “Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes”.

Source of Funds	Available Funds Assuming Completion of the Transaction
Estimated consolidated working capital of the Resulting Issuer	\$85,456
Net proceeds from the Private Placement ⁽¹⁾	\$2,615,000
Estimated outstanding costs of the Proposed Qualifying Transaction	\$240,000
Total Funds Available on Completion of the Proposed Qualifying Transaction	\$2,460,456

Note:

- (1) Based of the gross proceeds from the Private Placement of \$3,000,000 less the estimated costs of the Private Placement inclusive of: (i) the Commission; (ii) the corporate finance fee of \$75,000; and (ii) the estimated legal costs and expenses of the Agents which are estimated to equal \$100,000.

Principal Purposes of Funds

The following table sets forth the funds anticipated to be available to the Resulting Issuer upon completion of the Proposed Qualifying Transaction and the proposed use of such funds over the next 12 months and contains forward looking information developed for this Filing Statement and approved by management of RMR on May 30, 2019. Additional proceeds raised from the Private Placement will be placed into unallocated working capital to be utilized for product innovation and production as needed.

Use of Available Funds (12 months to end May, 2020)	Amount Assuming Completion of the Proposed Qualifying Transaction
Product Investments	\$163,000 ⁽¹⁾⁽⁴⁾
Patent Maintenance and New Fees	\$67,000
General and Administrative Costs	\$333,000 ⁽²⁾
Salaries and Services Support	\$710,000
Product Procurement	\$50,000 ⁽³⁾
Capital Development	\$27,000
Licenses Minimum	\$190,000 ⁽¹⁾⁽⁴⁾
Unallocated Working Capital	\$920,456
Total Use of Funds Available	\$2,460,456

Note:

- (1) The fees of US\$10,000/month required to be paid pursuant to the Infusion License includes access to Dr. Arup Sen's laboratory facility located in Gainesville, Florida and includes the services of 4 graduate students and 2 post graduate students. The \$163,000 fee is calculated using an exchange rate of \$1.36CDN:\$1.00US.
- (2) This includes fees such as insurance, accounting, audit, office rent, travel and promotion and marketing and web design/maintenance.
- (3) This \$50,000 is for the initial inventory. Additional inventory costs are expected to be incurred and paid for pursuant to revenues generated and "costs of goods sold" applied. Outside industry-based funding sources will be used for media expenditures in regard to "contribution margin" related growth.
- (4) The minimum License annual fees are as follows: Infusion License is US \$140,000, The Micronutrients License is US\$80,000 and the Sen License is US\$40,000 for a

total of US\$260,000. Deducted from this amount is the \$US120,000 referred to above in Product Innovation Investments. The \$190,000 is calculated on the remaining US\$140,000 using an exchange rate of \$1.36CDN:\$1.00US.

The Resulting Issuer plans to use the funds available for working capital to assist in the development of its business strategy for sales of health and medical condition ingestible products along with continuing research and development. Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult at this time to forecast the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of RMR and cannÖgen consider it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

See “Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes”.

Selected Pro Forma Consolidated Financial Information for the Resulting Issuer as at December 30, 2018.

The following table summarizes selected pro forma financial information for the Resulting Issuer as at December 30, 2018, assuming completion of the Proposed Qualifying Transaction. The information should be read in conjunction with the Resulting Issuer’s pro forma financial statements and related notes and other financial information included in Appendix E in this Filing Statement. All amounts are in CAD\$.

Total Assets	\$6,191,483
Liabilities	\$386,082
Share Capital	\$6,262,795
Total Shareholders’ Equity and Liabilities	\$6,191,483

See Appendix E – “Pro Forma Financial Statements of the Resulting Issuer”.

Market for Securities

The RMR Common Shares are listed on the TSXV under the trading symbol “RMS.P”. The closing trading price of the RMR Common Shares as of April 16, 2018, the last trading day before trading of the RMR Common Shares was halted, was \$0.39 per RMR Common Share.

See “Part I – Information Concerning RMR – General Development of the Business – History”.

No public market currently exists for the cannÖgen Common Shares.

Sponsor

No Sponsor has been retained in connection with the Proposed Qualifying Transaction. RMR has applied to the Exchange for an exemption from the sponsorship requirements contained in the applicable Exchange Policies. Subject to completion of satisfactory due diligence, Canaccord Genuity Corp. has agreed to provide the Exchange with a confirmation letter contemplated by Section 3.4 of the Sponsorship Policy in support of RMR’s application for an exemption from the sponsorship requirements.

See “Part V – General Matters – Sponsorship”.

Interests of Experts

Davidson & Company LLP is the auditor for RMR and cannÖgen. Davidson & Company LLP is independent of RMR within the meaning of the *Code of Professional Conduct of the Chartered Professional Accountants of British Columbia* and is independent of cannÖgen within the meaning of the *Code of Professional Conduct of the Chartered Professional Accountants of British Columbia*. As of the date of this Filing Statement, no professional person who has provided an opinion or report referenced in this Filing Statement, currently holds more than 1% of the issued and outstanding RMR Common Shares and upon completion of the Proposed Qualifying Transaction, will not hold more than 1% of the issued and outstanding Resulting Issuer Shares, and no such professional person is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of its Associates or Affiliates.

See “*Part V – General Matters – Interest of Experts*”.

Conflicts of Interest

Certain of the directors and officers of RMR and cannÖgen are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time.

See “*Part IV – Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Conflicts of Interest*” and “*Part VI – Risk Factors*”.

Conditional Approval

The Exchange has conditionally accepted the Proposed Qualifying Transaction as the Qualifying Transaction of RMR pursuant to a letter dated May 30, 2019.

Risk Factors

There are inherent risks associated with the Proposed Qualifying Transaction which will comprise the Resulting Issuer’s business upon completion of the Proposed Qualifying Transaction.

Upon completion of the Share Exchange, cannÖgen Securityholders will receive Resulting Issuer Shares in exchange for their cannÖgen Common Shares. An investment in Resulting Issuer Shares will be subject to certain risks which may differ or be in addition to the risks applicable to an investment in cannÖgen. For the risk factors relating to an investment in Resulting Issuer Shares, see “*Part VI – Risk Factors*”. In addition, there are a number of risks related specific to the Share Exchange, including the following:

- cannÖgen and RMR may fail to realize the anticipated benefits of the Share Exchange;
- cannÖgen and RMR may not satisfy all regulatory requirements or obtain the necessary approvals for completion of the Share Exchange on satisfactory terms or at all;
- cannÖgen and RMR will incur significant costs relating to the Share Exchange, regardless of whether the Share Exchange is completed or not completed;
- there are risks related to the integration of cannÖgen’s and RMR’s existing businesses; and
- if the Share Exchange is not completed, there is a risk that cannÖgen’s future business and operations could be harmed.

For a more fulsome discussion of relevant risk factors, including a discussion respecting the factors set out above and other relevant risk factors, see “*Part VI – Risk Factors*”.

PART I
INFORMATION CONCERNING RMR

CORPORATE STRUCTURE

Name and Incorporation

RMR Science Technologies Inc. was incorporated under the BCBCA on October 17, 2017. The registered and records office of RMR is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, V7X 1T2. The head office of RMR is located at 4-3300 157A St., Surrey, British Columbia, V3Z 2P2.

Intercorporate Relationships

RMR has no Subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

RMR is a CPC under the CPC Policy. As required by the CPC Policy, RMR has not conducted business operations except in connection with the identification and evaluation of potential acquisitions with a view to satisfying the conditions for a Qualifying Transaction, including the evaluation of the Proposed Qualifying Transaction. The Proposed Qualifying Transaction was negotiated at arm's length and involves arm's length parties and, therefore, is not a Non-Arm's Length Qualifying Transaction under the CPC Policy. As a result, no meeting of RMR's shareholders is required as a condition to complete the Proposed Qualifying Transaction.

Prior to completing the RMR IPO and listing on the Exchange, RMR issued an aggregate of 2,600,000 RMR Common Shares at a price of \$0.05 per RMR Common Share for gross proceeds of \$130,000.

On March 15, 2018, RMR completed the RMR IPO of 5,000,000 RMR Common Shares at a price of \$0.10 per RMR Common Share for gross proceeds of \$500,000. The RMR Common Shares began trading on the Exchange effective March 19, 2018 under the symbol "RMS.P".

RMR entered into the Letter of Intent with cannOgen on April 14, 2018. The RMR Common Shares were halted from trading on the Exchange on April 16, 2018, pending announcement of the Proposed Qualifying Transaction. The RMR Common Shares will remain halted pending receipt approval of the Proposed Qualifying Transaction by the Exchange and Closing thereof. It is anticipated that the RMR Common Shares will commence trading on the Exchange in due course upon Closing under the symbol "OGEN".

Private Placement

Concurrently with the close of the Proposed Qualifying Transaction, RMR and the Agents shall complete the Private Placement consisting of a minimum of 7,500,000 RMR Units up to a maximum of 12,500,000 RMR Units at a price of \$0.40 per RMR Unit, for aggregate gross proceeds of a minimum of \$3,000,000 up to a maximum of \$5,000,000 on a commercially reasonable efforts basis. Each RMR Unit shall entitle the holder to one Resulting Issuer Share and one half of one RMR Warrant. Each RMR Warrant shall entitle the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.60 per Resulting Issuer Share for a period of two years from the date such RMR Warrant was issued. The RMR Warrants contain an accelerated expiry provision which provides that if the Resulting Issuer Shares trade over \$0.85 on the TSXV, or another recognized exchange, for a period of ten consecutive trading days, the Resulting Issuer may provide written notice to the holder of the RMR Warrant that the RMR Warrant shall expire 30 days from the date of such notice.

Pursuant to the Private Placement, the Agents will receive the Commission, which shall equal up to 7% of the gross proceeds of the Private Placement, a corporate finance fee of \$75,000, the Corporate Finance Shares and the Agents' Warrants.

SELECTED CONSOLIDATED FINANCIAL INFORMATION & MANAGEMENT'S DISCUSSION AND ANALYSIS

Information from Inception

Since incorporation, RMR has incurred costs in carrying out the RMR IPO, in seeking, evaluating and negotiating potential Qualifying Transactions and in meeting the disclosure obligations imposed upon it as a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The following table set out certain selected financial information of RMR for the period ended September 30, 2018. The following information should be read in conjunction with RMR's audited financial statements and the notes thereto attached to this Filing Statement as Appendix A. The financial results are not indicative of the results that may be expected for any other period. RMR's audited financial statements are presented in Canadian dollars and have been prepared in accordance with IFRS.

	For the Year Ended September 30, 2018
Total Expenses	\$281,828
Amounts deferred in connection with the Proposed Qualifying Transaction	\$25,000

Management's Discussion & Analysis

The Management's Discussion and Analysis of the financial condition and results of operations of RMR for the period ending September 30, 2018 are attached to this Filing Statement as Appendix B, and should be read in conjunction with the audited financial statements for the year ended September 30, 2018.

DESCRIPTION OF SECURITIES

Securities

RMR Common Shares

RMR is authorized to issue an unlimited number of RMR Common Shares without nominal or par value of which, as at the date hereof, 7,735,775 RMR Common Shares are issued and outstanding as fully paid and non-assessable and 760,000 RMR Common Shares are reserved for issuance pursuant to the RMR Option Plan. See "*Part I – Information Concerning RMR – Stock Option Plan*". An additional 364,225 RMR Common Shares are issuable upon exercise of the options granted to PI Financial Corp. and a selling group member, as agent to the RMR IPO (each, an "**IPO Agent Option**" and collectively, the "**IPO Agent's Options**"). Each IPO Agent Option has an exercise price of \$0.10 per RMR Common Share and expires on March 15, 2020. From the 500,000 IPO Agent's Options granted under the RMR IPO, 135,775 IPO Agent's Options have been exercised and 364,225 IPO Agent's Options remain outstanding.

The holders of RMR Common Shares are entitled to dividends subject to the prior rights of any other class of shares of RMR, if, as and when declared by the Board of RMR, to one vote per RMR Common Share at meetings of the shareholders of RMR and, upon dissolution, to share equally in such assets of RMR as are distributable to the holders of RMR Common Shares subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of RMR.

RMR Preferred Shares

RMR is authorized to issue an unlimited number of class B preferred shares (the "**RMR Preferred Shares**") without nominal or par value. The RMR Preferred Shares are voting, and may be issued from time to time in one or more series, each consisting of a number of RMR Preferred Shares as determined by RMR's Board which also may define and attach special rights and restrictions attaching to the shares of each series of RMR Preferred Shares. As of the date

hereof, there are no RMR Preferred Shares issued and outstanding. The RMR Preferred Shares shall be preferred as to dividends over the RMR Common Shares and shall be preferred with respect to distribution in the event of a dissolution over the RMR Common Shares. The RMR Preferred Shares shall be redeemable and retractable, at a retraction price set by the directors, together with any declared but unpaid dividends.

Dividends or Distributions

RMR has not declared or paid any dividends or distributions on the RMR Common Shares to date. The payments of dividends or distributions in the future are dependent on RMR's earnings, financial condition and such other factors as the Board of RMR considers appropriate. RMR currently does not anticipate paying any dividends in the foreseeable future due to its stage of development and in no circumstance will it pay any dividends or make any distribution until completion of its Proposed Qualifying Transaction.

STOCK OPTION PLAN

The Board of RMR has adopted the RMR Option Plan which provides that the Board of RMR may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to RMR, non-transferable options to purchase RMR Common Shares, provided that the number of RMR Common Shares reserved for issuance will not exceed 10% of the issued and outstanding RMR Common Shares, exercisable for a period of up to ten years from the date of grant. However, other than in connection with a Qualifying Transaction, during the time that RMR is a CPC, the aggregate number of RMR Common Shares issuable upon exercise of all options granted under the RMR Option Plan shall not exceed 10% of the RMR Common Shares issued and outstanding at the closing of the RMR IPO. Such options will be exercisable for a period of up to ten years from the date of grant. In connection with the foregoing, the number of RMR Common Shares reserved for issuance to: (a) any individual will not exceed 5% of the issued and outstanding RMR Common Shares at the closing of the RMR IPO; and (b) all consultants will not exceed 2% of the issued and outstanding RMR Common Shares at the closing of the RMR IPO. In addition, the RMR Option Plan provides that no more than 2% of the issued shares of RMR will be granted to any one consultant in any 12 month period; no more than 5% of the issued shares of RMR will be granted to any individual in any 12 month period unless RMR has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements; and no more than an aggregate of 2% of the issued shares of RMR will be granted to an employee conducting investor relations activities in any 12 month period. As required by the CPC Policy, RMR, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services.

RMR Options may be exercised from the later of 12 months after the Completion of the Proposed Qualifying Transaction and 90 days following cessation of the optionee's position with RMR, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any RMR Common Shares acquired pursuant to the exercise of RMR Options prior to Completion of the Proposed Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued upon Completion of the Proposed Qualifying Transaction.

The exercise price of the RMR Options shall be determined by the Board at the time any RMR Option is granted. The exercise price of the RMR Options cannot be less than the greater of the RMR IPO share price and the Discounted Market Price (as such term is defined in Exchange Policies). Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which the RMR Options shall vest and the method of vesting, or that no vesting restriction shall exist.

As at the date hereof, RMR has reserved 760,000 RMR Common Shares pursuant to the RMR Option Plan. The RMR Options are allocated on the following basis:

<u>Optionee</u>	<u>Number of RMR Common Shares Reserved Under Option</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
RMR executive officers as a group ⁽¹⁾	380,000	\$0.10	March 15, 2023
Directors of RMR as a group (who are also not RMR executive officers) ⁽²⁾	380,000	\$0.10	March 15, 2023
Any other applicable person or company	Nil	N/A	N/A

Notes:

- (1) The aggregate number of RMR executive officers as a group is two.
- (2) The aggregate number of directors of RMR as a group (who are also not RMR executive officers) is two.

PRIOR SALES

Since the date of incorporation, 7,735,775 RMR Common Shares have been issued, as described in the following table, of which 7,735,775 RMR Common Shares remain issued and outstanding as at the date hereof.

<u>Date</u>	<u>Number of RMR Common Shares</u>	<u>Issue Price Per RMR Common Share</u>	<u>Aggregate Issue Price</u>	<u>Consideration Received</u>
October 17, 2017	1 ⁽¹⁾	\$0.05	\$0.05	Cash
November 7, 2017	2,599,999 ⁽¹⁾	\$0.05	\$129,999.95	Cash
March 15, 2018	5,000,000 ⁽²⁾	\$0.10	\$500,000	Cash
April 6, 2018	135,775 ⁽³⁾	\$0.10	\$13,577.50	Cash

Notes:

- (1) All such RMR Common Shares remain outstanding and are held in escrow. See “Part IV – Information Concerning the Resulting Issuer – Escrowed Securities”.
- (2) Issued pursuant to the RMR IPO.
- (3) Issued pursuant to the exercise of 135,775 IPO Agent’s Options.

Stock Exchange Price

The RMR Common Shares are listed on the TSXV under the trading symbol “RMS.P”. The closing price of the RMR Common Shares on April 16, 2018, being the last trading day before trading of the RMR Common Shares was halted, was \$0.39.

The following table sets the range of daily high and low closing trading prices and the volume of the trading of the RMR Common Shares, on days which there was trading activity, on the Exchange for the periods indicated.

<u>Period</u>	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume</u>
April 2018 ⁽¹⁾	0.40	0.33	277,850
March 2018 ⁽²⁾	0.50	0.20	1,129,300

Notes:

- (1) From April 1, 2018 to April 16, 2018. On April 16, 2018, the RMR Common Shares were halted and it is anticipated that the RMR Common Shares will remain halted until RMR receives a Final Exchange Bulletin regarding its Qualifying Transaction.

- (2) From March 19, 2018 to March 31, 2018. The RMR Common Shares began trading on the Exchange effective March 19, 2018.

ARM'S LENGTH TRANSACTIONS

The Proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction.

LEGAL PROCEEDINGS

RMR is neither a party, nor is any of its property the subject matter, of any legal proceedings, nor are any such proceedings known to RMR to be contemplated by any party.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of RMR is Davidson & Company LLP at 1200-609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Transfer Agent and Registrar

RMR's transfer agent and registrar is Computershare Trust Company of Canada at its Vancouver office, located at 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

RMR has not entered into any material contracts (that have continuing obligations), other than:

1. the transfer agent, registrar and disbursing agent agreement, dated effective January 29, 2018 between RMR and Computershare Investor Services Inc.;
2. the CPC Escrow Agreement;
3. the IPO Agency Agreement; and
4. the Share Exchange Agreement.

Copies of these contracts may be inspected without charge until the Closing Date and for a period of 30 days thereafter at the offices of Borden Ladner Gervais LLP, Suite 1900, 520 3rd Avenue S.W., Calgary, Alberta, T2P 0R3, during ordinary business hours.

PART II
INFORMATION CONCERNING CANNÖGEN

Name and Incorporation

cannÖgen was incorporated on November 21, 2017 pursuant to the laws of the State of Nevada under the name “cannÖgen Biosciences, Inc.” pursuant to Nevada Revised Civil Statutes Chapter 78. The head office and registered office of cannÖgen is located at #10-774 Mays Blvd., Incline Village, Nevada, 89451.

Intercorporate Relationships

cannÖgen does not have any Subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

cannÖgen was incorporated under the laws of the State of Nevada on November 21, 2017 with the mission of acquiring licenses and providing products formulated to address recognized health needs, assist with the treatment of specific medical conditions and provide nutritional support to humans and pets. cannÖgen was established for the sole purpose of engaging in a Qualifying Transaction with a public company. cannÖgen is a party to the Licenses, pursuant to which, upon providing the consideration set out in the Licenses, on the terms and conditions set out therein, cannÖgen is entitled to the Licenses, the intellectual property and rights to use patents rights set for in each respective License. cannÖgen has not conducted an operational business to date. cannÖgen does not intend to conduct business until completion of the Proposed Qualifying Transaction, other than entering into the Licenses. To date, product development costs have been incurred by the third party entities that are providing licenses to cannÖgen.

Acquisitions and Dispositions

There have been no material acquisitions by cannÖgen other than the options to acquire the Licenses. Available funds have been expended on professional fees, License fees, web and related media, sales back-end support, consultants, intellectual property registration and filing fees, and other miscellaneous business items to prepare the cannÖgen business launch following completion of the Proposed Qualifying Transaction. The involved technologies, as set out in the Licenses, provide for the formulation and delivery of products for humans and pets that involve proprietary combinations of nutrients and the delivery of nutrients and other active ingredients (in capsule and liquid form) through licensed water-soluble biomass and mineral extract technologies.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

The principal business of cannÖgen is to develop, produce, market and sell science-based health and medical products aimed at health-conscious adults and their pets to address a broad spectrum of physical conditions (the “**Business**”). The products are expected to be engineered using patented processes and product compositions that combine nutrients and other active ingredients in a highly bioavailable form. Following completion of the Proposed Qualifying Transaction, cannÖgen’s anticipated products will be produced pursuant to the Licenses, sold online, through marketing networks and affiliate sales organizations, through media outlets (i.e. television and radio) and in stores. Sales activities are expected to commence immediately following the Transaction. All products to be sold in 2019 have been formulated and are anticipated to be sold on a quarterly roll-out basis. Manufacturing costs, the manufacturers, warehouse entities and their respective costs, as well as distribution channel entities and their costs have been identified by cannÖgen. Requisite formal contracts will be executed and necessary relationships activated for roll-out following completion of the Proposed Qualifying Transaction.

cannÖgen has three areas of strategic focus:

1. development of science-based proprietary “brands” and health and medical product lines, using the Licenses;
2. use and further development of proprietary cannÖgen intellectual property using the Licenses and further acquisition of selected third-party licensed intellectual property rights; and
3. expansion of infrastructure alliances and ventures for ongoing product line development and production, marketing, distribution and sales.

cannÖgen will continue to refine its product lines and to develop other products as based on scientific developments and market changes.

cannÖgen has an option to license three products LUCIDAL, BONEXID and VITALOSS that may be sold following the completion of the Proposed Qualifying Transaction. The products are backed by science and beneficial results in human clinical trials. Each has protection from an issued patent and is trademarked in the United States.

Management intends to roll out additional products and product lines on a quarterly basis during 2019. It is intended that these products will include a “pHuel” health beverage line that is based on the documented daily generation of acid in the body related to a western diet. This line of products is expected to contain mineral buffers designed to neutralize chronic acid exposure and the adverse physiologic effects it has to the body (such as loss of calcium from bone tissue). The beverages are also expected to include an array of plant nutrients (“**phytonutrients**”) in a unique, proprietary format that makes them truly water-soluble and thus much more rapidly and completely available to each cell in the body.

It is also intended that a line of “Medical Food” products will be introduced in 2019. This product category is described in the United States Orphan Drug Act of 1983 (21 U.S.C. ch. 9, subch. V §§ 360aa-360ee) and constitutes products that are designed to treat an array of diseases and disorders (in part based on the nutritionally-based chronic acid stress on the body and the subsequent adverse metabolic and physiologic effects it has on many organ systems as with the cannÖgen pHuel beverages). Certain of these products are expected to address conditions including GERD (gastro-esophageal reflux disease), osteoporosis and other metabolic bone disorders, sarcopenia (loss of muscle tissue/frailty), chronic kidney disease and kidney stone. Management also intends to introduce a line of pet formulations, based on similar principles in 2019.

Intrinsic to each of these product lines will be the inclusion of several licensed platform nutrient delivery technologies and the addition, where appropriate, of legal cannabinoid formulations. The unique patent-pending platform licensed technologies include the provision of truly water-soluble phytonutrients and minerals with the profound benefits of markedly enhanced absorption and cellular bioavailability, rapid onset of activity, precise “dosing,” enhanced flavor clarity and longer, more stable shelf life.

The intended cannabinoid profile is structured around a compound called (beta) caryophyllene (“**BCP**”). In the United States, BCP is an approved food (and beverage) additive bearing the GRAS (Generally Recognized as Safe) designation. It is legal in all 50 states and is not restricted in sales across state boundaries.

In 2008, BCP was discovered to be an active CB (2) cannabinoid receptor agonist (meaning it binds to and activates the type 2 cannabinoid receptor in human bodies). When this occurs, BCP, which is available from non-hemp and non-marijuana-based foodstuffs, such as the herb thyme, has potential therapeutic benefits for the treatment of pain, inflammation, atherosclerosis and osteoporosis. It has been scientifically established as a macrocyclic cannabinoid. These observations have been corroborated multiple times since the initial description. In addition, this beneficial cannabinoid may be sourced from an array of foodstuffs including clove, cinnamon, allspice, anise seeds, arugula, basil, bay leaf, caraway, coriander, mint, parsley and thyme. cannÖgen currently is addressing thyme as one of its key BCP phytonutrient sources. Of note, since BCP does not bind to CB (1) receptors, it has no psychoactive activity. (See Paper(s) Institute of Pharmaceutical Sciences, Department of Chemistry and Applied Sciences, ETH, Zurich, et.al; reviewed by L.L. Iverson, University of Oxford, and approved May 6, 2008).

It is the ability of BCP to bind to and activate CB (2) receptors that makes BCP appealing for use in conjunction with many of the cannÖgen nutritional product formulations. cannÖgen is not in the “marijuana” business. It does not grow marijuana, process marijuana or provide THC (tetrahydrocannabinol) products. cannÖgen intends to use the innate

physiology of the body's naturally occurring cannabinoid receptor system in conjunction with the Licensed technology platforms for water-soluble phytonutrient and mineral technologies to develop products for the health and well-being of humans and pets within the legal and regulatory frameworks application in the jurisdiction in which products are to be sold.

Licenses

cannÖgen has entered into options for the Licenses which will provide cannÖgen with the exclusive right to use certain proprietary information and trademarks.

On April 14, 2018, cannÖgen entered into the following license agreements:

1. The "McCleary License" between Dr. Larry McCleary, as licensor, and cannÖgen, as licensee providing cannÖgen with an exclusive, perpetual right and license to the compounds, methods or systems, and any formulations utilizing McCleary Patent – US 8,703,209, McCleary Patent – US 6,964,969, McCleary Patent – US 6,579,886 and McCleary Patent – US 8,202,512 and the know-how related to such patents. The McCleary License further grants cannÖgen an exclusive, royalty-free license under Dr. Edward Larry McCleary's right, title and interest in the following trademarks: "CANNOGEN", "PHUEL" and "CANNABICORE", which trademark applications are currently pending. The McCleary License contains a cover memorandum of understanding which provides cannÖgen with the exclusive option and right to activate the license agreement by providing the licensor with the following consideration: (a) the completion of a going public transaction of cannÖgen on a recognized stock exchange in Canada; and (b) the Resulting Issuer raising capital in the aggregate amount of \$2,500,000 for the going public transaction. The McCleary License was amended pursuant to a number of amending agreements which, among other things, extended the term for activating the McCleary License to July 15, 2019.
2. The "McCleary Scientific License" between McCleary Scientific dba of Vitexxa, LLC and Dr. Larry McCleary, as licensors, and cannÖgen, as licensee, providing cannÖgen with an exclusive, worldwide right and license to market, use, sell, offer to sell, export and sublicense ingestible products branded as, "LUCIDAL", "BONEXID", "VITALOSS" and the book(s) written by Dr. Larry McCleary and other formulated products including Cal/D and Omega3, and to reference patents relating to such products and access trade secrets of the licensor. cannÖgen will pay the licensor 49% of the net profit realized by cannÖgen from the sales of the aforementioned branded products (for the purpose of determining such fee, net profit will be calculated as gross sales revenue from such branded products less all customary, necessary and reasonable commercial expenses, including marketing, manufacturing and distribution costs, incurred by cannÖgen in connection with the sale of such products). The McCleary Scientific License has a term of 10 years with automatic renewals at the option of cannÖgen every five years. The McCleary Scientific License can be terminated by the licensor if cannÖgen does not sell US\$500,000 of products during the five year period from the License commencement date. The McCleary Scientific License contains a cover memorandum of understanding which provides cannÖgen with the exclusive option and right to activate the license agreement by providing the licensor with the following consideration: (a) the completion of a going public transaction of cannÖgen on a recognized stock exchange in Canada; and (b) the Resulting Issuer raising capital in the aggregate amount of \$2,500,000 for the IPO. The McCleary Scientific License was amended pursuant to a number of amending agreements which, among other things, extended the term for activating the McCleary Scientific License to July 15, 2019.

On May 15, 2018, cannÖgen entered into the following license agreements:

1. "Infusion License" between Infusion Biosciences, Inc., as licensor, and cannÖgen, as licensee, providing cannÖgen with the exclusive right and license to the licensor's compounds, methods or systems, and any formulation utilizing the proprietary Aqueous Phytorecovery Process know-how and all patents formally requested by the licensor relating to the foregoing for an initial 10-year term with a 10 year right of extension. The Infusion License further provides cannÖgen with an exclusive, royalty-free license to use any trademarks of the licensor in connection with the commercialization of medical condition or general health use products. cannÖgen agreed to pay the licensor a minimum annual license fee of US\$140,000, with an annual royalty of 4% (to be offset against minimum annual license fee). The Infusion License contains a cover memorandum

of understanding which provides cannÖgen with the exclusive option and right to activate the license agreement by providing the licensor with the following consideration: (a) cannÖgen completing a transaction whereby the McCleary License becomes effective; and (b) the Resulting Issuer raising capital in the aggregate amount of \$2,500,000 for the going public transaction. The Infusion License was amended pursuant to a number of amending agreements which, among other things, extended the term for activating the Infusion License to July 15, 2019.

2. “Micronutrients License” between Micronutrients Technologies, Inc., as licensor, and cannÖgen, as licensee, providing cannÖgen with an exclusive right and license to any and all of licensor’s compounds, methods or systems, and any formulation utilizing the licensor’s Soluble Minerals Process know-how and patent rights related to the formulation production and use of products formulated for humans or animals: (i) as a drug/pharmaceutical for humans following approval under the New Drug Application process of the FDA (limited to products intended for use in the diagnosis, cure, mitigation, treatment or prevention of bone and/or muscle disease or damage), such use right being conditional on the commencement of a clinical trial, establishing the product’s safety and effectiveness within two (2) years from license activation; and (ii) as a medical food and foods for special dietary needs for humans. The license agreement provides cannÖgen with an exclusive, royalty-free license to all trademarks in connection with the commercialization of medical condition or general health use products. The license agreement also provides cannÖgen with a non-exclusive license to all other use rights for the products, in particular, general health. This license agreement has a term of 10 years with a 10 year right of extension. cannÖgen has agreed to pay the licensor a minimum annual license fee of US\$80,000, with an annual royalty of 4% (to be offset against the minimum annual license fee). This license agreement contains a cover memorandum of understanding which provides cannÖgen with the exclusive option and right to activate the license agreement by providing the licensor with the following consideration: (a) cannÖgen completing a transaction whereby by McCleary License becomes effective; and (b) the Resulting Issuer raising capital in the aggregate amount of \$2,500,000 for the going public transaction. The Micronutrients License was amended pursuant to a number of amending agreements which, among other things, extended the term for activating the Micronutrients License to July 15, 2019.
3. “Sen License” between Dr. Arup Sen, as licensor, and cannÖgen, as licensee, providing cannÖgen with an exclusive right and license to any and all of licensor’s compounds, methods or systems, and any formulation utilizing the licensor’s proprietary process that allows complex liquid formulations to be delivered from a soluble capsule and the patent rights related thereto: (i) as a drug/pharmaceutical for humans following approval under the New Drug Application process of the FDA (limited to products intended for use in the diagnosis, cure, mitigation, treatment or prevention of bone and/or muscle disease or damage), such use right being conditional on the commencement of a clinical trial establishing the product’s safety and effectiveness within two (2) years from license activation; and (ii) as a medical food and foods for special dietary needs for humans. The license agreement provides cannÖgen with an exclusive, royalty-free license to all trademarks in connection with the commercialization of products. The license agreement also provides cannÖgen with a non-exclusive license to all other use rights for the products, in particular, for general health. The licensor is currently in the process of obtaining patent rights for this process. This license agreement has a term of 10 years with a 10 year right of extension. cannÖgen has agreed to pay the licensor a minimum annual license fee of US\$40,000, with an annual royalty of 2% (to be offset against the minimum annual license fee). This license agreement contains a cover memorandum of understanding which provides cannÖgen with the exclusive option and right to activate the license agreement by providing the licensor with the following consideration: (a) cannÖgen completing a transaction whereby by McCleary License becomes effective; and (b) the Resulting Issuer raising capital in the aggregate amount of \$2,500,000 for the going public transaction. The Sen License was amended pursuant to a number of amending agreements which, among other things, extended the term for activating the Sen License to July 15, 2019.

Principal Products and Services

cannÖgen, by using the Licenses, intends to develop, market and sell products as generally described in the following four product lines: (i) health composition products, (ii) pH beverage products, (iii) medical food compositions and (iv) pet health products. cannÖgen’s anticipated product lines have been formulated to address recognized health needs, assist with the treatment of specific medical conditions and provide nutritional support. The products are expected to contain proven active ingredients in combination, using specialized and licensed proprietary delivery mechanisms that

perform synergistically to enhance the specific product function while simultaneously diminishing the potential for adverse effects. A number of the products have issued patent support. The three branded products, "LUCIDAL", "BONEXID" and "VITALOSS", have human clinical trial documentation, which was completed by the licensors to the Licenses (as applicable), and associated papers published in peer-reviewed medical journals, providing substantiation of the ingredient efficacy of the products.

Expected cannÖgen products will be based in part on proprietary technologies of Dr. Larry McCleary and the proprietary technologies of Dr. Arup Sen. cannÖgen has entered into agreements to obtain exclusive licenses to such proprietary information through the Licenses upon payment of certain consideration. There are more than 20 anticipated products in cannÖgen's planned product lines. These include products for humans such as: (i) brain, bone, metabolic, anxiety and sleep health composition products; (ii) pHuel beverages for energy, relaxation and sport use; and (iii) medical food formulations for the nutritional treatment of conditions such as osteoporosis and sarcopenia. In addition, cannÖgen's planned product lines include products for animals/pets for general health, energy and anxiety.

Management intends to initiate ongoing research and development in regard to further products and expansion of cannÖgen product lines. Amounts to be expended on research and development are not intended to be material in the first eighteen months of operations.

Health Composition Products

cannÖgen's expected health composition products are capsule based health products which are anticipated to include compositions for the maintenance and support of a healthy physical and mental status, such as a cognitive enhancement, bone health and metabolic health. cannÖgen's health composition products are anticipated to include LUCIDAL, a brain health product, BONEXID, a bone health product, and VITALOSS, a metabolic health product.

The use rights for these branded products VITALOSS, BONEXID and LUCIDAL have been licensed to cannÖgen pursuant to the McCleary Scientific License. Each of the branded products is supported by a specific patent, a clinical trial and a targeted book. cannÖgen is intending to purchase manufactured VITALOSS, BONEXID and LUCIDAL products for distribution and sale upon completion of the Proposed Qualifying Transaction and launching online and television and radio media sales campaigns.

There have also been published, peer reviewed, clinical trials regarding VITALOSS, BONEXID and LUCIDAL conducted between 2001 and 2011. The results and details of the double-blind, placebo-controlled, clinical trial regarding LUCIDAL were published in *A Nutritionally Based Approach for Functional Mental Enhancement Assessment Using a Double-Blind, Placebo-Controlled, Randomized Clinical Trial* (J Blum). The Internet Journal of Nutrition and Wellness. 2006 Volume 4 Number 1. The results and details of the double blind, placebo-controlled, clinical trial regarding VITALOSS were published in *Evaluation of a Combined Approach to Weight Loss* (J Blum). The Internet Journal of Nutrition and Wellness. 2008 Volume 7 Number 1 and *Evaluation of a Putative Nutrient Partitioning Agent* (L McLeary, J Blum, J Holland) The Internet Journal of Nutrition and Wellness. 2006 Volume 4 Number 2. The results and details of the double-blind, placebo-controlled, clinical trial regarding BONEXID were published in *Assessment Of A Nutrient-Based Approach On Bone Health* (J Blum). The Internet Journal of Alternative Medicine. 2006 Volume 4 Number 2.

VITALOSS was studied in prospective, double-blind, randomized, placebo-controlled human clinical trials, initiated by the licensors, performed by independent third-party investigators who specialize in the supervision of this type of human experimentation. The study was conducted under the direction of an Institutional Review Board (IRB) that assures volunteers are safely treated. The results were then published in a peer-reviewed medical journal. In the six-week human study, VITALOSS almost tripled weight loss compared to diet and exercise alone (11.77 pounds versus 4.40 pounds). It was established that 88% of the subjects experienced appetite suppression and 92% of the weight loss was fat, not water.

BONEXID was studied in a human clinical trial, initiated by the licensors, performed by independent third-party investigators who specialize in the supervision of this type of human experimentation. Well recognized and commonly accepted measures of the impact of the Bone Health Product: C-terminal telopeptide of collagen (CTX), the marker of bone breakdown, and Bone Specific Alkaline Phosphatase (BSAP), the marker of bone formation, were used in the human clinical trial. The use of these blood tests is well recognized in medical literature. Since the net amount of bone

present reflects the difference between how much bone is being formed minus how much is being broken down, together they provide an early indication of what is anticipated in bone density changes. The results were then published in a peer-reviewed medical journal. The clinical trial measured changes in these bone biomarkers (CTX and BSAP) after six weeks. The amount of calcium being lost in the urine was also determined after six weeks. When compared with baseline values, the results of the clinical trial revealed statistically significant decreases in bone breakdown, increases in bone formation and decreased loss of calcium in the urine (meaning that more calcium ended up in bone).

LUCIDAL was studied in a prospective, double-blind, randomized, placebo-controlled human clinical trial, initiated by the licensors, performed by independent third-party investigators who specialize in the supervision of this type of human experimentation. The study was conducted under the direction of an Institutional Review Board (IRB) that assures volunteers are safely treated. The test results were then published in a peer-reviewed medical journal. In the three-month human study, LUCIDAL produced large and statistically significant improvements in a number of brain functions. These included sustained focus and concentration, attention, memory, learning, how fast we think and improved mood parameters - including mild depression and anxiety.

Pursuant to the Infusion License, the Micronutrients License and the Sen License, cannÖgen is expected to have exclusive and non-exclusive licenses regarding soluble biomass, soluble minerals, and liquid capsule technologies developed by Dr. Arup Sen and related companies. cannÖgen intends to use the intellectual property provided under these Licenses in its formulations for health composition products, pH beverage products, medical food products and pet health products for distribution and sale, and in the ongoing research and development of new products. The soluble biomass and soluble mineral technologies are expected to be of particular use by cannÖgen in the liquid pH beverages product formulations as well as liquid based delivery systems for other cannÖgen products.

pH Beverage Products

The anticipated cannÖgen pHuel beverage products are expected to use aqueous solutions of an array of water soluble biomass and minerals in meaningful concentrations over an extended pH range (3-10), either individually, in variable combinations and/or with additional functional components. These products are intended to include: (i) "Boost", for sustained mental energy, focus and alertness; (ii) "Chill", for relaxation; and (iii) "Strong", for bone and muscle health. Each of these products are expected to be available for sale in 2019.

These products are available to cannÖgen pursuant to the McCleary License, the Infusion License and the Micronutrients License. Both the biomass and mineral extraction technologies will be utilized in these products.

Medical Food Compositions

The anticipated cannÖgen medical foods formulation products are expected to be gel capsule products that are composed to provide nutritional treatment for a number of recognized human diseases. These products are expected to include formulations for the nutritional treatment of common medical conditions that fall under the "Medical Foods" category of the United States FDA. "Medical Foods" are products designed to be consumed under the direction of a physician for the specific dietary management of a disease with distinctive nutritional requirements. A number of the products in this category are frequently taken for a lifetime. "Medical Foods" provide additional options for long-term management of patients with chronic diseases.

cannÖgen plans to develop medical food formulation products for: osteoporosis, sarcopenia, chronic kidney disease, urolithiasis, dental caries and dental acid erosion and gastroesophageal reflux. cannÖgen's medical food products are designed to be consumed under the direction of a physician. These products are expected to be available for sale in 2019.

These proprietary information required for these products are expected to be available to cannÖgen pursuant to the McCleary License, the Infusion License and the Micronutrients License. The liquid capsule technology will be utilized in these products.

Pet Health Products

cannÖgen pet health products can be delivered in several formats and are aimed at aiding with general animal health concerns and conditions. cannÖgen pet health products include: (i) “Run”, for energy for pets that have become couch dwellers; (ii) “Sit”, calm/anxiety assistance for nervous, high-strung pets; (iii) “Sleep”, for sedation for pets that manifest anxiety, anger or agitation during car or plane travel; and (iv) “Health”, for assistance with pet breath, coat and general health. These products are expected to be available for sale in 2019.

These products are available to cannÖgen pursuant to the McCleary License, the Infusion License and the Micronutrients License.

Method of Distribution and Sales

cannÖgen intends to sell its products online, on the radio, on TV, in retail and specialty stores, and other channels of distribution such as network marketing, depending on the product line. Product roll-out is expected to be staged with sales of current “branded” health composition products– LUCIDAL, VITALOSS, and BONEXID– intended to be sold immediately following the completion of the Proposed Qualifying Transaction, followed by sales of pHuel beverages. All product lines are planned to be launched in stages and by quarter during 2019.

cannÖgen intends to use third-party alliances and related ventures for distribution and sales. cannÖgen also intends to enter into contracts with commercially appropriate license holders for augmented cannÖgen products, as due to the changing regulatory environment in Canada and other international jurisdictions, the expected cannÖgen formulations may be augmented by biomass substances not previously available to businesses in relevant health product industries. cannÖgen has no current contracts in place and therefore any reference to augmented product activities by cannÖgen should be considered prospective in nature.

Depending on the product category, the sales efforts are expected to focus on:

- cannÖgen brand recognition and acceptance;
- online/web sales using various platforms, including Amazon as and where appropriate, for branded and augmented cannÖgen health composition products, as well as pet health products;
- television sales using short form advertisements, with call-in and web responses for branded and augmented cannÖgen health composition products, as well as pet health products;
- traditional retail for health composition products, as well as hotel and entertainment venue sales for pHuel beverage products;
- specialized and licensed retail sales using, if and as necessary, entities holding requisite licenses in selected jurisdictions for sale of augmented cannÖgen health composition products, and specialty stores for pHuel beverage products, and pet health products; and
- physician based sales, with particular focus on physician purchasing groups for “Medical Food” products, as well as use of specialized pharmacies.

A number of the cannÖgen product compositions and formulations are intended to contain hemp seed oil and BCP, (which contains dietary cannabinoids) for nationally based sales in Canada and the United States. These substances are not prohibited in Canada or the United States. Key characteristics of certain of these hemp biomass derivatives track the characteristics of the current line of products, with non-psychoactive elements, and include:

- Regulating sleep and energy levels.
- Balancing the effects of stress and anxiety.
- Alleviating headaches, chronic pain and random aches.
- Improving overall mood and mental health.

- Regulating a variety of psychological and cognitive processes.

Operations

cannÖgen has third-party alliances in place for research and development, product production, product distribution and online/media sales. cannÖgen intends to continue to focus additional business arrangements to support the technology, production, marketing, and sales of its products.

cannÖgen intends to utilize designated third-party provisioning facilities for the manufacture, distribution and web-media development of its products and for product sales. Utilizing the Licenses, the majority of ongoing product research and development is expected to take place in Gainesville, Florida using fully qualified doctoral and graduate students (working towards advanced degrees in bio-chemistry), under the supervision and oversight of Dr. Larry McCleary and Dr. Arup Sen. It is intended that business offices for cannÖgen will be located in Vancouver, British Columbia and Incline Village, Nevada. In addition, cannÖgen intends to conduct online sales and other business activities from Seattle, Washington.

cannÖgen has working relationships with key provisioning entities that are intended to provide cannÖgen with rapid market entry in the United States. These working relationships include: (i) product samples and testing support through Dr. Arup Sen and related entities in Gainesville, Florida; (ii) manufacturing arrangements with NutriScience Labs in New York and other locations; (iii) distribution arrangements through Moulton Logistics in Los Angeles, California; (iv) credit card and merchant processing arrangements in Cambridge in San Diego, California; (v) product focus groups, use testing and testimonials with SuperPeople in Austin, Texas and Los Angeles, California; (vi) video, digital, web production and online sales arrangements with Envision in Seattle, Washington; and (vii) graphic, online, merchandising and related assistance with Strut Media Group in Vancouver, British Columbia. These working relationships are intended to support the business and formal agreement relating to the working relationships are intended to be entered into immediately following completion of the Proposed Qualifying Transaction.

Following completion of the Proposed Transaction, cannÖgen intends to utilize licensed assets (including graphics and testimonials) for LUCIDAL and BONEXID. Further input and testimonials provided by SuperPeople is intended to be utilized by cannÖgen on an ongoing basis for other products. The cost structure per product or product line for testing, focus groups and testimonials are defined as to financial requirements, are effectively in place and are proprietary to cannÖgen.

The anticipated cannÖgen media sales platform costs and monthly service arrangements are also in place and intended to allow cannÖgen to utilize a variety of customer focused campaigns – including online, radio and TV. The weekly/monthly financial outlay per product or product line is expected to be staged and will commence on a test basis prior to full product or product line roll out. Media outlays are intended to build in dollar value as sales related market data becomes available.

On completion of the Proposed Qualifying Transaction, cannÖgen intends to commence the Canadian regulatory review, consultation and registration of various products and product lines. cannÖgen intends to utilize NutraSource (Pharmaceutical and Neutraceutical Services), based in Guelph, Ontario, for necessary Canada product review and Health Canada registration services.

The trademarks issued for LUCIDAL, BONEXID and VITALOSS in the United States are expected to be used by cannÖgen under the McCleary Scientific License for marketing and sales of branded products. In anticipation of the Transaction, there are also trademark applications for cannÖgen, pHuel, Hydronutrition and CANNABICORE filed in the United States and Canada. In anticipation of the Transaction, cannÖgen has been approved by the United States Patent and Trademark Office and will be final on a report of the first sale of products. Furthermore, a trademark for an additional brand, CANNABICORE has been filed in the United States only and it is intended to be filed in Canada once approval from the United States Patent and Trademark Office has been received.

Market

cannÖgen intends to operate and sell its products initially in the United States. cannÖgen anticipates commencing the marketing and sale of products in the supplements/nutraceuticals, health beverages, medical food formulations and pet health products market segments in the United States upon completion of the Proposed Qualifying Transaction. cannÖgen plans to introduce products in each of the designated product categories in stages during 2019. cannÖgen expects to commence the product registration process in Canada for its supplements/nutraceuticals products immediately following completion of the Proposed Qualifying Transaction and will follow with other necessary registrations by product category during 2019. It is expected that cannÖgen will be able to commence introduction of its initial supplements/nutraceutical products in Canada by 2020.

Trends

The current Canada and United States market segments for supplements/nutraceuticals, health beverages and pet health products in which cannÖgen expects to operate have competitive product lines available online and in retail stores. cannÖgen's competitive positioning will depend on the ability of cannÖgen to provide scientifically differentiated and safe products.

Marketing Plan and Strategies:

In order to meet its stated Business objectives, cannÖgen intends to sell its product lines on a quarter-by-quarter roll-out basis during 2019 through online, TV, radio initiatives; and then in traditional retail stores. The anticipated cannÖgen products are premium and are planned to have premium price points similar to competitors in the product line market places. Retail pricing is intended to be at least five times (minimum) manufacturing and related costs. cannÖgen intends to provide money-back customer programs for online, television and radio sales.

cannÖgen plans to focus its marketing on brand recognition and enabling sales. cannÖgen anticipates utilizing demand generation activities to promote its brands and products and identify new sales channels and related business opportunities. cannÖgen's go-to-market strategies are based on a return-on-investment performance thresholds which must be achieved to pursue sales in particular sales channels. cannÖgen intends to strengthen its brands through increased industry and media visibility using third-party specialist marketing entities.

cannÖgen online, radio and TV sales are expected to utilize an individual customer based product sales and acquisition marketing cost using a Media Efficiency Ratio ("MER"; sometimes called "acquisition cost"). This "target" ratio and related customer acquisition objectives, can be adjusted on a product by product and product sales channel by channel basis. By example – a 1.0 MER is receiving one dollar of revenue in a customer product sale for one dollar of outlay for that product sale. Many of cannÖgen's anticipated products are intended to be sold on a "continuity" basis, meaning that they are sold and used by customers on a monthly basis; so that subsequent sales to individuals have a lower cost of acquisition.

Competitive Conditions

cannÖgen's anticipated industry is a highly competitive industry. Individual products in cannÖgen's product lines compete with various specific products produced by each of the competitive entities listed below. Due to the comprehensive nature of the cannÖgen expected product lines, there is no one direct competitor. Examples of potential competitors are:

Supplements/Nutraceuticals

- Swanson (<https://www.swansonvitamins.com/>)
- Nature's Way (<https://www.naturesway.com/>)
- Osteo Bi-Flex (Bone) (<https://www.osteobiflex.com/>)

- NeuroScience (Brain – Kavina) (<https://www.neuroscienceinc.com/products>)
- Organifi (<https://www.organifishop.com/>)

Health Beverages

- Suja Juice (<https://www.sujajuice.com/>)
- Health-Ade (Kombucha) (<https://health-ade.com/?v=7516fd43adaa#P5989O2uH5QZZ6dA.97>)
- WTRMLN WTR (<https://wtrmlnwtr.com/>)
- Dirty Lemon (<https://dirtylemon.com/>)
- Ample (<https://www.amplemeal.com/>)

Medical Foods

- Metagenics (<https://www.metagenics.com/>)
- Cambrooke Therapeutics (<http://www.cambrooke.com/>)
- Ajinomoto (<https://www.ajinorthamerica.com/>)
- Hormel (<http://www.hormelhealthlabs.com/>)
- Nestle (<https://www.nestlehealthscience.us/vitaflo-usa>)

Pet Health Products

- Orijen (<https://www.orijen.ca/us/>)
- Canidae (<https://www.canidae.com/>)
- Blue Buffalo (<https://bluebuffalo.com/>)
- PetMatrix/SmartBones (<https://www.smartbones.com/>)
- Freshpet (<https://freshpet.com/product-selector/#/>)

The exceptions are in “Medical Foods” and specific segments of the scientifically formulated and branded supplement/nutraceutical products industry (e.g. for bone health). For “Medical Foods”, there are fewer significant entities with United States FDA qualifying products when viewed on a specific medical condition/product formulation basis (e.g. for sarcopenia). Similarly, for branded and scientifically formulated supplement/nutraceutical products, there are few competitors that have all of the following for branded health composition products: trademarks, patents, clinically shown efficacy and targeted books.

Unlike many other potential competitive entities in the marketplace, cannÖgen anticipates having a comprehensive platform and science-based products: (i) that address recognized medical conditions; (ii) that utilize specific therapeutic compositions; (iii) that are ingredient comprehensive; and (iv) that can be delivered in water-based doses, liquid gel systems and other unique rapid onset systems.

Additionally, from a professional credibility and market authority standpoint, cannÖgen can point to the: (i) expertise and credentials of its scientists; (ii) science behind the product compositions; (iii) efficacy and effectiveness of the branded products; (iv) patents and intellectual property utilized; (v) clinical trials on branded products; and (vi)

licensed, published books relating to cannÖgen’s specific branded products on Brain Health (the “Brain Trust Program”), Bone Health (the “Fracture Cure”), and Metabolic Health (“Feed Your Brain; Lose Your Belly”) that support the branded products.

Future Developments

The twenty cannÖgen products are formulated, have manufacturers in place, and are intended to be released for sale on a staged product line basis in 2019. There will be ongoing refinement and further development of the cannÖgen product lines, building on the intellectual property available to cannÖgen as provided by the Licenses.

Proprietary Protection

Patents

Pursuant to the Licenses, cannÖgen will be entitled to use the following patents:

	Patent No.	Issue Date	Inventor/Owner	Title
1.	US 6,579,866	June 17, 2003	Dr. Larry McCleary	Composition and method for modulating nutrient partitioning
2.	US 6,964,969	Nov. 15, 2005	Dr. Larry McCleary	Composition and method for treating impaired or deteriorating neurological function
3.	US 8,202,512	June 19, 2012	Dr. Larry McCleary	Metabolic uncoupling therapy
4.	US 8,703,209	April 22, 2014	Dr. Larry McCleary	Composition and method for modulating hydrogen ion physiology
5.	CA 2600550	Nov. 26, 2013	Dr. Larry McCleary	Composition and method for modulating hydrogen ion physiology
6.	GB 2453797	March 2, 2010	Dr. Larry McCleary	Composition and method for modulating hydrogen physiology
7.	AU 2006227949	Aug. 25, 2011	Dr. Larry McCleary	Composition and method for modulating hydrogen ion physiology

Notes:

- (1) The bulk of the expected cannÖgen products for bone, muscle and Medical Food are anticipated to use the Dr. Larry McCleary “composition and method for modulating hydrogen physiology” Licensed patents.
- (2) The Dr. Arup Sen patents are in the application stage.

Trademarks

In anticipation of the Transaction, the following Trademarks were filed by cannÖgen:

	Trademark Application Number	Word Mark	Image Mark	Status
1.	US 87/887,460	CANNOGEN		Notice of Allowance Issued December 4, 2018
2.	US 87/887,464	PHUEL		Pending, assigned to an Examiner
3.	US 87/887,461	HYDRONUTRITION		Pending, assigned to an Examiner
4.	US 88/123,297	CANNABICORE		Pending, assigned to an Examiner
5.	CA1923615	CANNOGEN		Pending
6.	CA1923617	PHUEL		Pending
7.	CA1923616	HYDRONUTRITION		Pending
8.	CA TBD	CANNABICORE		Filing Pending

No trademarks have been filed in the European Union at this time.

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Annual Information

cannÖgen was established for the purposes of a Qualifying Transaction and is a private corporation simply holding rights to use assets covered by the Licenses. Therefore, other than the Licenses cannÖgen has no financial assets, no long-term liabilities, minimal general and administrative expenses in 2017 and through September 30, 2018 and no net gains or losses per share.

The following is a summary of the financial information from cannÖgen's financial statements for the years ended December 31, 2017 and December 31, 2018 attached to this Filing Statement as Appendix C. cannÖgen was not reporting issuer during the relevant quarterly reporting periods and as such did not prepare quarterly financial statement for such quarterly periods.

	Year ended December 31, 2018 (audited) (USD)	Year ended December 31, 2017 (audited) (USD)
Total Assets	\$40,547	\$10,500
Total Long-Term Liabilities	-	-
Current Liabilities	\$334,175	\$12,500
General and Administrative Expenses	\$299,128	\$2,000
Net Loss, Total	\$299,128	\$2,000
Net Loss per Share (basic and diluted)	\$0.04	-

Management's Discussion and Analysis

The Management's Discussion and Analysis of the financial condition and results of operations of cannÖgen for the year ended December 31, 2018 is attached to this Filing Statement as Appendix D and should be read in conjunction with the audited financial statements for the year December 31, 2018.

DESCRIPTION OF THE SECURITIES

Securities

cannÖgen has the following securities issued and outstanding which will be exchanged for equivalent securities of RMR at Closing of the Transaction.

cannÖgen Common Shares

cannÖgen is currently authorized to issue 20,000,000 cannÖgen Common Shares. As of date hereof, 7,500,000 cannÖgen Common Shares are issued and outstanding as fully paid and non-assessable. There is no cannÖgen shareholder agreement, given the nature of its establishment and specific purpose. Only cannÖgen Common Shares have been issued to date. There are no preferences, special voting rights, specific dividend rights, or preferences on liquidation.

cannÖgen Preferred Shares

cannÖgen is not authorized to issue cannÖgen Preferred Shares.

cannÖgen Convertible Promissory Notes

On August 30, 2018, Murray Duncan, Susan B. Wilson, Graeme S. Duncan and cannÖgen entered into a convertible promissory note purchase agreement (the "**Convertible Promissory Note**") pursuant to which cannÖgen received a loan in the aggregate amount of \$275,000. Pursuant to the terms of the Share Exchange Agreement, it is a condition of the closing of the Qualifying Transaction that the holders of the Convertible Promissory Notes will have entered into a Lock-up Purchase Agreement with RMR such that upon completion of the Proposed Qualifying Transaction RMR holds 100% of all of the issued and outstanding securities of cannÖgen.

RMR will satisfy the purchase price for the Convertible Promissory Notes by issuing an aggregate of 1,078,085 cannÖgen Units (each comprised of one RMR Common Share and one half of one RMR Warrant) to holders of the Convertible Promissory Notes. Each whole RMR Debenture Warrant will entitle the holder thereof to purchase one RMR Common Share at an exercise price of \$0.60 per RMR Common Share for a period of two years from the date of issuance. The RMR Debenture Warrants will contain an accelerated expiry provision wherein if the RMR Common Shares trade over \$0.85 on the TSXV for a period of ten consecutive trading days, RMR may provide written notice to the holder that the warrant shall expire 30 days from the date of that notice.

The Share Exchange, together with the execution of the Lock-up Purchase Agreements, will result in all of the issued and outstanding securities of cannÖgen being held by RMR.

Dividends or Distributions

To date, cannÖgen has not declared or paid any dividends or distributions on the cannÖgen Common Shares. The payments of dividends or distributions in the future are dependent on cannÖgen's earnings, financial condition and such other factors as the Board of cannÖgen considers appropriate. cannÖgen currently does not anticipate paying any dividends in the foreseeable future.

Other Securities

cannÖgen has no other securities outstanding.

STOCK OPTION PLAN

As of the date of this Filing Statement, cannÖgen has not adopted a stock option plan.

CONSOLIDATED CAPITALIZATION

Consolidated Capitalization

Designation of Security	Amount Authorized	Amount outstanding as of December 31, 2018	Amount outstanding as of the Filing Statement Date (on a non-diluted basis)
cannÖgen Common Shares	20,000,000	7,500,000	7,500,000
cannÖgen Preferred Shares	N/A	Nil	Nil
cannÖgen Convertible Promissory Notes ⁽¹⁾	N/A	\$275,000	\$275,000

Notes:

(1) See Part II— *Description of the Securities* at page 19.

(2) 5,000,000 cannÖgen Common Shares held by Dr. Larry McCleary and 2,500,000 cannÖgen Common Shares held by Don Hagans. Dr. Larry McCleary's shares are held directly by Vitexxa, LLC, a corporation incorporated in the State of Nevada and owned 50/50 between Dr. Larry McCleary and his spouse, Christine McCleary.

PRIOR SALES

Prior Sales

cannÖgen has issued the following securities prior to the date of this Filing Statement.

Date Issued	Type of Security	Number of Securities	Issue Price per Security	Aggregate Issue Price	Nature of Consideration
January 1, 2018	Common Share	7,500,000	\$0.001	\$0.001	Cash
August 30, 2018	Convertible Promissory Note	\$275,000	N/A	N/A	Cash

Stock Exchange Price

The securities of cannÖgen are not listed for public trading.

EXECUTIVE COMPENSATION

Compensation of Directors and Executive Officers

At no time prior to the date of this Filing Statement was cannÖgen a reporting issuer under applicable Canadian securities laws. Notwithstanding this, the following disclosure of executive compensation is made in accordance with the requirements of NI 51-102 for the executive officers of cannÖgen (the "cannÖgen Named Executive Officers") for fees earned for the period from November 21, 2017 (the date of incorporation of cannÖgen) to December 31, 2017 and for the fiscal year ended December 31, 2018. cannÖgen had no executive officers or other employees earning in excess of \$150,000 during any such period. The following disclosure reflects all compensation paid to the cannÖgen

Named Executive Officers for the period referenced, in respect of services provided to cannÖgen on a consolidated basis.

Compensation Discussion and Analysis

The Board of cannÖgen is responsible for setting the overall compensation strategy of cannÖgen and administering cannÖgen's executive compensation program with input from the President of cannÖgen in respect of all executive officers other than the President. The cannÖgen Named Executive Officer for the years ended December 31, 2017 and December 31, 2018 is the President and Chairman of cannÖgen, being Dr. Larry McCleary. The Board is also responsible for reviewing cannÖgen's compensation policies and guidelines generally. Given the nature of cannÖgen's current operations, there are no cannÖgen compensation policies currently in place.

The objective of cannÖgen's executive compensation program would be intended to motivate, reward, and retain management talent that is needed to achieve cannÖgen's business objectives. The compensation program would be intended to be designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance, and contribution of the individuals involved and the overall performance of cannÖgen. In evaluating performance, consideration would be intended to be given to promote cannÖgen's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements.

cannÖgen's approach to executive compensation has been to reimburse cannÖgen Named Executive Officers for all necessary cannÖgen related business and travel expenses. Given the current stage of the company, and the equity interest of all cannÖgen Named Executive Officers, cannÖgen has not awarded any cannÖgen Named Executive Officer with compensation.

In the fiscal years ended December 31, 2017 and December 31, 2018, the process for determining executive compensation was principally based upon negotiations with the cannÖgen Named Executive Officers and discussions at the Board level.

Risks of Compensation Policies and Practices

cannÖgen's compensation program is designed to provide executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Board of cannÖgen noted the following facts that discourage cannÖgen's executives from taking unnecessary or excessive risk:

- cannÖgen's operating strategy and related compensation philosophy;
- the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance, and financial and non-financial performance; and
- cannÖgen's approach to performance evaluation and compensation provides greater rewards to an executive officer achieving both short-term and long-term agreed upon objectives.

Based on this review, the Board of cannÖgen believes that cannÖgen's total executive compensation program does not encourage executive officers to take unnecessary or excessive risk.

Summary Compensation Table

Name and principal position	Year	Salary/ Fees (\$)	Share based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation	Total compensation
					Annual incentive plan	Long-term incentive plan			
Dr. Larry McCleary	2017	\$1.00	Nil	Nil	N/A	N/A	Nil	Nil	\$1.00

Incentive Plan Awards

During the fiscal years ended December 31, 2017 and December 31, 2018, cannÖgen had no outstanding options or other share based or incentive plan awards.

Management Contracts

During the fiscal years ended December 31, 2017 and December 31, 2018, no management functions of cannÖgen were to any substantial degree performed by a person other than the directors or senior officers of cannÖgen.

Termination of Employment, Change in Responsibilities and Employment Contracts

Given the nature of cannÖgen's current operations, there are no cannÖgen Employment Contracts with Named Executive Officers and therefore no terms or termination of employment provisions or any designation of responsibilities. There are no incremental benefits, payables, benefits or other cannÖgen obligations.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Licenses exist with Dr. Larry McCleary and McCleary Scientific dba of Vitexxa LLC (a corporation incorporated in the State of Nevada and owned 50/50 between Dr. Larry McCleary and his spouse, Christine McCleary). The McCleary License, covering the bulk of the cannÖgen products, has no associated license fee and is perpetual and therefore Dr. Larry McCleary receives no personal benefit other than through the direct or indirect ownership of cannÖgen shares and the expected ownership interest that will results from the Proposed Qualifying Transaction. In regard to the McCleary Scientific License, the royalty to be received by McCleary Scientific is intended to be commercially appropriate net revenue split in such circumstances. The McCleary Scientific License includes use of the designated Trademarks LUCIDAL, BONEXID and VITALOSS by cannÖgen exclusively for the renewable term. There are no other non-arm's length transactions.

ARM'S LENGTH TRANSACTIONS

The material arm's length transactions include the acquisition of the Infusion License, Micronutrients License, and Sen License. Each License fee is well within industry commercial standards (being less than a 5% royalty per annum), and there is the ability to reduce license fees should more than one license be used for any cannÖgen product. Additionally, the product manufacturing cost-plus caps are also well within industry commercial norms, with the range being a plus of no more than 10%-20%.

LEGAL PROCEEDINGS

cannÖgen is not a party to, nor is any of its property the subject matter of, any legal proceedings, nor are any such proceedings known to cannÖgen to be contemplated by any party which are material to its business.

AUDITOR

The auditor of cannÖgen is Davidson & Company LLP at 1200-609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

MATERIAL CONTRACTS

cannÖgen has not entered into any material contracts which remain outstanding as of the date of this Filing Statement, except in the ordinary course of business, other than:

1. the Share Exchange Agreement;
2. the McCleary License;
3. the McCleary Scientific License;
4. the Infusion License;
5. the Micronutrients License; and
6. the Sen License.

Copies of these contracts may be inspected without charge for a period of thirty (30) days after the date of the Filing Statement at the offices of cannÖgen, during ordinary business hours.

PART III
THE PROPOSED QUALIFYING TRANSACTION

Summary of the Proposed Qualifying Transaction

The Proposed Qualifying Transaction will occur pursuant to the Share Exchange Agreement. The Proposed Qualifying Transaction is subject to, among other things, TSXV approval. Following Closing of the Share Exchange, the Resulting Issuer will carry on the business of cannÖgen through its Subsidiary.

Material Aspects of the Share Exchange Agreement

The following is a summary of the material terms of the Share Exchange Agreement. This summary does not purport to be a complete summary of the Share Exchange Agreement and it is qualified in its entirety by reference to the full text of the Share Exchange Agreement, a copy of which is attached hereto as Appendix C and available for review under RMR's company profile at www.sedar.com.

The Share Exchange Agreement provides, that as a condition to the closing of the Proposed Qualifying Transaction, all holders of Convertible Promissory Notes must have entered into a Lock-up Purchase Agreement with RMR such that upon completion of the Proposed Qualifying Transaction RMR will hold 100% of all of the issued and outstanding securities of cannÖgen.

RMR will satisfy the purchase price for the cannÖgen Shares purchased pursuant to the Share Exchange Agreement by issuing an aggregate of 7,500,000 RMR Common Shares to the holders of such cannÖgen Shares at a deemed price of \$0.27 per RMR Common Share. RMR will satisfy the purchase price for the Convertible Promissory Notes by issuing an aggregate of 1,078,085 cannÖgen Units (each comprised of one RMR Common Share and one half of one RMR Warrant) to holders of the Convertible Promissory Notes. The 1,078,085 RMR Common Shares issued to holders of the Convertible Promissory Notes will be subject to a four month hold pursuant to the "seed share resale restrictions" in accordance with the policies of the TSXV.

The cannÖgen Common Shares, together with the Convertible Promissory Notes, represent all of the issued and outstanding securities of cannÖgen, such that upon completion of the Share Exchange, cannÖgen shall become a wholly-owned Subsidiary of RMR. Following completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business of cannÖgen.

RMR Name Change

RMR intends to change its name to "cannÖgen Biosciences Inc." or such other name as cannÖgen and RMR deem appropriate, subject to the approval of the TSXV. The Resulting Issuer will continue to operate under the new name and will carry on the business of cannÖgen through its wholly-owned subsidiary. It is anticipated that the articles of RMR will be amended to give effect to the RMR Name Change prior to the closing of the Share Exchange.

cannÖgen Name Change

cannÖgen intends to change its name to "cannÖgen Health, Inc." or such other name as, subject to the approval of the TSXV, cannÖgen and RMR deem appropriate. It is anticipated that the articles of cannÖgen will be amended to give effect to the cannÖgen Name Change prior to the closing of the Share Exchange.

Private Placement

Concurrently with the close of the Proposed Qualifying Transaction, RMR and the Agents shall complete the Private Placement and issue a minimum of 7,500,000 RMR Units up to a maximum of 12,500,000 RMR Units at a price of \$0.40 per RMR Unit, for aggregate gross proceeds of a minimum of \$3,000,000 up to a maximum of \$5,000,000. Each RMR Unit shall entitle the holder to one Resulting Issuer Share and one half of one RMR Warrant. Each RMR Warrant shall entitle the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.60 per Resulting Issuer Share for a period of two years from the date such RMR Warrant was issued. The RMR Warrants contain an

accelerated expiry provision which provides that if the Resulting Issuer Shares trade over \$0.85 on the TSXV, or another recognized exchange, for a period of ten consecutive trading days, the Resulting Issuer may provide written notice to the holder of the RMR Warrant that the RMR Warrant shall expire 30 days from the date of such notice.

Pursuant to the Private Placement, the Agents will receive the Commission, which shall equal up to 7% of the gross proceeds of the Private Placement, a corporate finance fee of \$75,000, the Corporate Finance Shares and the Agents' Warrants.

**PART IV
INFORMATION CONCERNING THE RESULTING ISSUER**

CORPORATE STRUCTURE

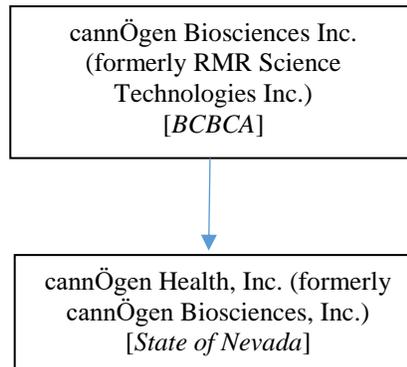
Name and Incorporation

In conjunction with the Proposed Qualifying Transaction, the Resulting Issuer will change its name to “cannÖgen Biosciences Inc.” or such other name as may be accepted by the TSXV and approved by the Board of RMR. Shareholder approval is not required for the RMR Name Change. The capital structure of the Resulting Issuer will be unchanged, other than as a result of the issuance of RMR Common Shares and convertible securities pursuant to the Share Exchange Agreement. Upon completion of the Proposed Qualifying Transaction and subject to the approval of the Exchange, the Resulting Issuer will be classified as a Tier 2 Life Sciences Issuer for purposes of the policies of the Exchange. The Resulting Issuer will continue to be governed by the BCBCA.

The registered and records office of the Resulting Issuer and its head office will be located at 4-3300 157A St., Surrey, British Columbia, V3Z 2P2.

Intercorporate Relationships

Following completion of the Proposed Qualifying Transaction 100% of the outstanding cannÖgen securities will be exchanged for RMR Common Shares resulting in cannÖgen becoming a wholly-owned Subsidiary of RMR. Following completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business of cannÖgen through its wholly owned subsidiary. The following chart shows the organizational structure of the Resulting Issuer and its direct and indirectly held interests:



NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

cannÖgen expects to allocate the available funds primarily towards working capital and the development of its Business strategy, including product marketing and sales, strategic partnerships, ongoing research and development and product innovation, and brand development and recognition.

Following completion of the Proposed Qualifying Transaction, the Resulting Issuer will continue the business of cannÖgen, using the available funds. See “*Part II – Information Concerning cannÖgen – General Development of the Business*”.

Milestones

The Resulting Issuer intends to focus on and achieve the following milestones:

Target	Description
Ongoing ⁽¹⁾	Develop product sales pipeline and sales channel alliances by, among other things, launch marketing and public relations campaigns in Canada and the United States
Ongoing ⁽¹⁾	Engage third-party alliance entities for product sales and business support
Ongoing ⁽¹⁾	Identify, engage and establish venture agreements with appropriate technology, production, marketing, sales and product development partners
Ongoing ⁽¹⁾	Refine and continue to develop cannÖgen products and cannÖgen product lines, including augmented health composition products
Q1 2019	Launch branded health composition products line (including LUCIDAL, BONEXID, VITALOSS and Sleep) and test market other selected products and sales channels.
Q2 2019	Test market specific pHuel beverage and specific pet health product and test market other selected products and sales channels
Q3 2019	Launch pHuel beverage and pet health product lines and test market specific augmented health composition products and specific medical food formulation products
Q4 2019	Launch medical food formulation products line and health composition products line. Begin test marketing new innovative products
2020	Expand sales channels for all product lines, expand jurisdictional scope of augmented health composition products

cannÖgen intends to use a “contribution margin” and “contribution profit” financial planning process to retain market and product flexibility in its product line launches; whereby all expenses that are not direct operational or administrative (such as salaries, occupancy, equipment and traditional G&A allocations and R&D expenses) are effectively “baked in” and allocated on a per customer acquisition basis.

The contribution calculation includes product manufacturing expense, to determine gross profit, then deductions of all product marketing and sales outlays - including, fulfilment, marketing / media expense, licenses and royalties, distribution costs (warehouse, shipping and customer support), continuity retention expense, and adjustments for returns - to arrive at contribution profit.

Many of the anticipated cannÖgen products are expected to be sold on a “continuity” month-to-month subscription basis with 2-month and 3-month sales programs, due to ongoing and often-times necessary consumer purchases for health or medical condition product usage. This is expected to allow an average-down of the initial product acquisition cost (due to ongoing monthly purchases) and to increase the overall individual customer MER ratio both at the time of sale and over time. Depending on the continuity support programs for retention, cannÖgen expects a gradual monthly percentage fall off of customers on subscription / continuity programs.

Based on experience with prior product sales, industry norms, and input from the entities that will be managing the media buying process, aggregated MER ratios of 1.25 and above are targeted for initial web sales, for radio sales, and for TV sales (which are traditionally more expensive due to the requirement of a call centre that has customer conversion responsibilities). The ratios are anticipated to adjust upward over time with subscription.

cannÖgen intends to adjust the marketing and sales “spigot” as and when it chooses based on market response to products. Business growth is dependent on individual customer media and related expenditures – which take place as and when cannÖgen chooses to accelerate product sales. Inventory is intended to be adjusted to meet roll-out and consumer subscription requirements.

Description of the Securities

Resulting Issuer Shares

The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Shares without nominal or par value of which, as at the date hereof, it is expected there will be 24,001,360 Resulting Issuer Shares issued and outstanding as fully paid and non-assessable upon Completion of the Qualifying Transaction assuming the minimum gross proceeds are raised under the Private Placement. The holders of Resulting Issuer Shares will be entitled to dividends subject to the prior rights of any other class of shares of the Resulting Issuer, if, as and when declared by the Board of the Resulting Issuer, to one vote per Resulting Issuer Shares at meetings of the shareholders of the Resulting Issuer and, upon dissolution, to share equally in such assets of the Resulting Issuer as are distributable to the holders of Resulting Issuer Shares subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Resulting Issuer. All Resulting Issuer Shares outstanding after Completion of the Qualifying Transaction will be fully paid and non-assessable.

Preferred Shares

The Resulting Issuer will be authorized to issue an unlimited number of class B preferred shares (the “**Resulting Issuer Preferred Shares**”) without nominal or par value. The Resulting Issuer Preferred Shares are voting, and may be issued from time to time in one or more series, each consisting of a number of Resulting Issuer Preferred Shares as determined by Resulting Issuer’s Board which also may define and attach special rights and restrictions attaching to the shares of each series of Resulting Issuer Preferred Shares. As of the date hereof, there are no Resulting Issuer Preferred Shares issued and outstanding. The Resulting Issuer Preferred Shares shall be preferred as to dividends over the Resulting Issuer Shares and shall be preferred with respect to distribution in the event of a dissolution over the Resulting Issuer Shares. The Resulting Issuer Preferred Shares shall be redeemable and retractable, at a retraction price set by the directors, together with any declared but unpaid dividends.

RMR Warrants

As a result of the Proposed Qualifying Transaction and assuming the minimum gross proceeds are raised under the Private Placement, the Resulting Issuer will issue RMR Warrants to holders of RMR Units and RMR Debenture Warrants to holders of cannÖgen Warrants. It is estimated that upon Closing of the Transaction, 4,289,043 Resulting Issuer Shares will be reserved for issuance upon exercise of the RMR Warrants.

Resulting Issuer Options

An additional 250,000 Resulting Issuer Options will be issued to Dr. Larry McCleary in connection with Closing of the Proposed Qualifying Transaction. Upon Closing of the Proposed Qualifying Transaction, 1,010,000 Resulting Issuer Options will continue to be issued to the directors and officers of RMR.

IPO Agent’s Options

364,225 Resulting Issuer Shares will be reserved for issuance upon exercise of the IPO Agent’s Options and otherwise upon the same terms and conditions, all pursuant to the anti-dilution provisions contained in the certificates representing the IPO Agent’s Options.

Agents’ Warrants

In connection with the Proposed Qualifying Transaction and assuming the minimum gross proceeds are raised under the Private Placement, it is estimated that up to 525,000 Resulting Issuer Shares will be reserved for issuance upon

exercise of the Agents' Warrants, all pursuant to the provisions contained in the certificates representing the Agent's Warrants.

Other Securities

It is not expected that the Resulting Issuer will have any other securities outstanding.

PRO FORMA CONSOLIDATED CAPITALIZATION

Pro Forma Consolidated Capitalization

The following table sets forth the estimated capitalization of the Resulting Issuer after giving effect to the Proposed Qualifying Transaction, as more particularly described in the pro forma consolidated balance sheet attached to this Filing Statement as Appendix E.

Designation of security	Amount authorized or to be authorized	Amount outstanding as of the date of this Filing Statement prior to giving effect to the Transaction	Amount outstanding after giving effect to the Transaction
Resulting Issuer Shares	Unlimited	7,735,775	24,001,360 ⁽¹⁾
Resulting Issuer Preferred Shares	Unlimited	Nil	Nil
RMR Warrants	N/A	Nil	4,289,043
Resulting Issuer Options	10% of Resulting Issuer Shares	760,000	1,010,000
IPO Agent's Options	N/A	364,225	364,225
Agents' Warrants ⁽²⁾	N/A	Nil	525,000

Notes:

- (1) Including the 7,500,000 RMR Common Shares issued in satisfaction of the RMR Units issued under the Private Placement, the Corporate Finance Shares and the RMR Common Shares and RMR Debenture Warrants issued in connection with the Share Exchange and Lock-up Purchase Agreements.
- (2) In connection with the Private Placement and subject to the Agency Agreement, the Agents will receive Agents' Warrants equalling up to 7% of the RMR Units sold under the Private Placement. See "*Part III – The Proposed Qualifying Transaction – Private Placement*" above.

Fully Diluted Share Capital

The fully-diluted share capital of the Resulting Issuer, after Closing of the Proposed Qualifying Transaction, will consist of the securities set forth in the table below. Including all of the below securities, it is expected that there will be 24,001,360 Resulting Issuer Shares issued and outstanding, along with an aggregate of 6,188,268 Resulting Issuer Shares issuable upon conversion or exercise, as applicable, of convertible securities for an aggregate of 30,189,628 Resulting Issuer Shares outstanding on a fully-diluted basis as set forth in the table below.

Categories of Securities	Number of Resulting Issuer Shares	Percentage of Total Diluted Resulting Issuer Share Capital Post Closing
<u>Issued Shares</u>		
Resulting Issuer Shares issued by RMR prior to completing the RMR IPO (currently held in escrow)	2,600,000	8.61%
Resulting Issuer Shares issued by RMR pursuant to the RMR IPO	5,000,000	16.56%
Resulting Issuer Shares issued to cannÖgen Securityholders	7,500,000	24.84%
Resulting Issuer Shares issued to subscribers under the Private Placement ⁽¹⁾	7,500,000	24.84%
Resulting Issuer Shares issued to the Agent pursuant to the Corporate Finance Shares	187,500	0.62%
Resulting Issuer Shares issued upon acquisition of the cannÖgen Convertible Promissory Note	1,078,085	3.57%
Resulting Issuer Shares issued by RMR pursuant to the exercise of the IPO Agent’s Options	135,775	0.45%
<i>Subtotals for Issued Shares</i>	<i>24,001,360</i>	<i>79.50%</i>
<u>Shares Reserved for Issuance</u>		
Resulting Issuer Shares reserved for issuance upon the exercise of the IPO Agent’s Options	364,225	1.21%
Resulting Issuer Shares reserved for issuance upon the exercise of the Agents’ Warrants	525,000	1.74%
Resulting Issuer Shares reserved for issuance upon the exercise of the RMR Options	1,010,000	3.35%
Resulting Issuer Shares reserved for issuance upon the exercise of the RMR Warrants and RMR Debenture Warrants	4,289,043	14.21%
<i>Subtotals for Reserved Shares</i>	<i>6,188,268</i>	<i>20.50%</i>
TOTAL	30,189,628	100%

Notes:

- (1) Assumes that RMR raises the minimum threshold for the Private Placement concurrently with the completion of the Proposed Qualifying Transaction, being gross proceeds of \$3,000,000 through the sale of 7,500,000 RMR Units at a price of \$0.40 per RMR Unit.
- (2) Numbers may not add due to rounding.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Funds Available

The following table sets forth the estimated working capital as at May 30, 2019 as well as the estimated available funds on completion of the Proposed Qualifying Transaction. See “*Pro Forma Consolidation Capitalization*” and Appendix E attached to this Filing Statement.

It is anticipated that upon completion of the Transaction, the Resulting Issuer will have approximately \$2,460,456 in available funds at Closing, including the gross proceeds raised from the Private Placement, which will be used as set forth below.

Source of Funds	Available Funds
Estimated working capital of the Resulting Issuer	\$85,456
Net Proceeds from the Private Placement	\$2,615,000 ⁽¹⁾
Estimated outstanding costs of the Proposed Qualifying Transaction	\$240,000
Total Funds Available on completion of the Proposed Qualifying Transaction	\$2,460,456

Note:

(1) Based on the gross proceeds from the Private Placement of \$3,000,000 less the estimated costs of the Private Placement inclusive of: (i) the Commission; (ii) the corporate finance fee of \$75,000; and (iii) the estimated legal costs and expenses of the Agents which are estimated to equal \$100,000.

Dividends

It is not expected that the Resulting Issuer will declare any dividends for the foreseeable future. The Resulting Issuer will have no restrictions on paying dividends, but if the Resulting Issuer generates earnings in the foreseeable future, it is expected that such earnings will be retained to finance growth, if any. The Board of the Resulting Issuer will determine if and when dividends should be declared and paid in the future based upon the Resulting Issuer's financial position at the relevant time. Holders of Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid on the Resulting Issuer Shares.

Principal Purposes of Funds

The following table sets forth the funds anticipated to be available to the Resulting Issuer upon the completion of the Transaction and the proposed use of such funds over the next 12 months and contains forward looking financial information developed for this Filing Statement and approved by management of cannOgen on May 30, 2019:

Additional proceeds raised from the Private Placement will be placed into unallocated working capital to be utilized for product innovation and products as needed.

Use of Available Funds (12 months to end May 30, 2020)	Amount Assuming Completion of the Proposed Qualifying Transaction
Product Innovation Investments	\$163,000 ⁽¹⁾⁽⁴⁾
Patent Maintenances and New Fees	\$67,000
General and Administrative Costs (12 months)	\$333,000 ⁽²⁾
Salaries	\$710,000
Product Procurement	\$50,000 ⁽³⁾
Capital Development	\$27,000
Licenses Minimum	\$190,000 ⁽¹⁾⁽⁴⁾
Unallocated Working Capital	\$920,456
Total Use of Funds Available	\$2,460,456

Notes:

- (1) The fees of US\$10,000/month required to be paid pursuant to the Sen License includes access to the laboratory located in Gainesville, Florida and includes the services of 4 graduate students and 2 post graduate students. The \$163,000 fee is calculated using an exchange rate of \$1.36CDN:\$1.00US.
- (2) This includes fees such as insurance, accounting, audit, office rent, travel and promotion and marketing and web design/maintenance.
- (3) This \$50,000 is for the initial inventory. Additional inventory costs are expected to be incurred and paid for pursuant to revenues generated and “costs of goods sold” applied.
- (4) The minimum License annual fees are as follows: Infusion License is US \$140,000, The Micronutrients License is US\$80,000 and the Sen License is US\$40,000 for a total of US\$260,000. Deducted from this amount is the \$US120,000 referred to above in Product Innovation Investments. The \$190,000 is calculated on the remaining US\$140,000 using an exchange rate of \$1.36CDN:\$1.00US.

The Resulting Issuer plans to use the available funds for working capital to assist in the development of its business strategy, including research and development of cannÖgen products and product lines. Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult at this time to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of RMR and cannÖgen consider it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

Upon completion of the Transaction, Dr. Larry McCleary will beneficially own 5,000,000 Resulting Issuer Shares representing approximately 20.83% of all of the issued and outstanding Resulting Issuer Shares

DIRECTORS, OFFICERS AND PROMOTERS

Upon completion of the Share Exchange, certain directors of RMR will resign. The directors of the Resulting Issuer are expected to be Robin Hutchison, J. Michael Hutchison and Dr. Larry McCleary and the officers of the Resulting Issuer are expected to be Ronald Erickson – President, Judi Dalling – Chief Financial Officer and Corporate Secretary, and Dr. Larry McCleary – Chief Medical Officer & Scientific Officer. It is anticipated that the Audit Committee of the Resulting Issuer will consist of Robin Hutchison, J Michael Hutchison, and Dr. Larry McCleary.

The following are the names and municipalities of residence of the individuals who will hold office as directors and officers of Resulting Issuer upon completion of the Transaction, their proposed positions and offices with the Resulting Issuer, the number and percentage of Resulting Issuer Shares that the proposed director or officer will own, or over which control or direction will be exercised following the completion of the Transaction, the period served as a director or officer of cannÖgen or RMR and their principal occupations during the last five years.

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and Percentage of Class Held or Controlled ⁽¹⁾⁽²⁾⁽³⁾
Robin Hutchison, Director ⁽²⁾ <i>Surrey, British Columbia</i>	Mr. Robin Hutchison was the Executive Chairman of biOasis Technologies Inc. from April 2017 to November 2017, the Chief Executive Officer of biOasis Technologies Inc. from March 2008 to April 2017, and the President of biOasis Technologies Inc. from April 2007 to March 2008. He was previously the Chairman for Biomune Technologies Inc., a biopharmaceutical company engaged in the field of immunotherapy, from May 2013 to December 2015 and was the Chairman for biOasis	1,200,000 (5.00%)

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and Percentage of Class Held or Controlled ⁽¹⁾⁽²⁾⁽³⁾
Dr. Larry McCleary, Director and Chief Medical Officer & Scientific Officer <i>Incline Village, Nevada</i> ⁽²⁾	Technologies Inc. from March 2008 to November 2017. Mr. Robin Hutchison has been a director, the Chief Executive Officer and the President of RMR since October 17, 2017. Dr. Larry McCleary was a Rufus Choate scholar at Dartmouth and completed all course work necessary for a Ph.D. in physics. He graduated first in his medical school class. Dr. Larry McCleary completed his surgical internship at the University of Minnesota followed by a neurosurgery residency at New York University Bellevue Medical Center. He served in a senior role in Pediatric Neurosurgery at Denver Children's Hospital prior to starting his mission to pursue the development of nutritional intervention for major human health issues. He has now spent well over a decade in academic medicine. Dr. Larry McCleary has given numerous invited presentations in the field of neurosurgery. Since 2000, he has focused on preventative medicine related to brain health, bone health and metabolic diseases. His shares will be held through Vitexxa LLC, a company solely owned by Dr. Larry McCleary and his spouse, Christine B. McCleary.	5,000,000 (20.83%)
J. Michael Hutchison, Director ⁽²⁾ <i>Victoria, British Columbia</i>	Mr. J Michael Hutchison, QC, is currently a practicing lawyer. From May 2008 to December 2017, Mr. J Michael Hutchison was a director of biOasis Technologies Inc. Mr. J Michael Hutchison was also a director of Biomune Technologies Inc. from July 2012 to May 2013. He has been a director of RMR since October 17, 2017.	100,000 (0.42%)
Ronald Erickson, President <i>Bainbridge Island, Washington</i>	Mr. Ronald Erickson is currently Chairman of Kalytera Therapeutics, Inc. (TSXV: KALY) and has been a member of its board of directors since 2015. Mr. Ronald Erickson is currently Chairman of Know Laws, Inc. (previously known as Visualant, Inc.) and has been the Chief Executive Officer from 2007 to April 2018. Mr. Ronald Erickson was a director	1,200,000 (5.00%)

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and Percentage of Class Held or Controlled ⁽¹⁾⁽²⁾⁽³⁾
Judi Dalling, Chief Financial Officer and Corporate Secretary <i>Vancouver, British Columbia</i>	<p>of biOasis Technologies Inc. from 2010 to November 2017. He has been a director of RMR since October 17, 2017. Mr. Ronald Erickson is currently an active member of the Washington State Bar Association.</p> <p>Ms. Judi Dalling has been the Chief Financial Officer and Corporate Secretary of Pascal Biosciences Inc. since June 2013 and has been self-employed since 2006. From June 2014 to October 2017, Ms. Judi Dalling was the Chief Financial Officer and Corporate Secretary of biOasis Technologies Inc. and was the Chief Financial Officer and Corporate Secretary of Supreme Pharmaceuticals Inc. from July 2012 to May 2013. She has been the Chief Financial Officer and Corporate Secretary of RMR since October 17, 2017.</p>	100,000 (0.42%)

Notes:

- (1) Table is based on total of 24,001,360 Resulting Issuer Shares issued and outstanding after giving effect to the Proposed Qualifying Transaction.
- (2) Member of the Audit Committee.
- (3) Shares for Dr. Larry McCleary are held directly by Vitexxa, LLC, a corporation incorporated in the State of Nevada and owned 50/50 between Dr. Larry McCleary and his spouse, Christine McCleary.

After giving effect to the Transactions, the holdings of the proposed directors and officers of the Resulting Issuer, and their Associates and Affiliates, as a group, whether, beneficial, direct or indirect, will represent 7,600,000 Resulting Issuer Shares representing approximately 31.66% of the outstanding Resulting Issuer Shares.

Biographies of Management and Directors

The following are biographies of each of the proposed members of management and directors for the Resulting Issuer:

Robin Hutchison (Director)

Mr. Robin Hutchison, age 64, will remain as a director of the Resulting Issuer and will be appointed Chairman of the Board. He was the Executive Chairman of biOasis Technologies Inc. from April 2017 to November 2017, the Chief Executive Officer of biOasis Technologies Inc. from March 2008 to April 2017, and the President of biOasis Technologies Inc. from April 2007 to March 2008. He was previously the Chairman for Biomune Technologies Inc., a biopharmaceutical company engaged in the field of immunotherapy, from May 2013 to December 2015 and was the Chairman for biOasis Technologies Inc. from March 2008 to November 2017. Mr. Robin Hutchison has been a director, the Chief Executive Officer and the President of RMR since October 17, 2017.

J Michael Hutchison (Director)

Mr. J Michael Hutchison, QC, age 74, will remain as a director of the Resulting Issuer. He graduated from the University of British Columbia with a Bachelor of Laws degree in 1970 and was admitted to the Law Society of British Columbia in 1971. Mr. J Michael Hutchison was appointed as Queen’s Counsel in 1985 and is currently a practicing lawyer. From May 2008 to December 2017, Mr. J Michael Hutchison was a director of biOasis Technologies Inc. Mr. J. Michael Hutchison was also a director of Biomune Technologies Inc. from July 2012 to May 2013. He has been a director of RMR since October 17, 2017.

Dr. Larry McCleary (proposed Chief Medical & Scientific Officer and Director)

Dr. Larry McCleary, age 69, will be a director and the Chief Medical & Scientific Officer of the Resulting Issuer. He was a Rufus Choate scholar at Dartmouth College and completed all course work necessary for a Ph.D. in physics. He graduated first in his medical school class and completed his surgical internship at the University of Minnesota followed by a neurosurgery residency at New York University – Bellevue Medical Center. He served in a senior role in Pediatric Neurosurgery at Denver Children’s Hospital and spent well over a decade in academic medicine prior to starting his mission to pursue the development of nutritional interventions for major human health issues. Dr. Larry McCleary has given numerous invited presentations in the field of neurosurgery. Since 2000, he has focused on preventative medicine related to brain health, bone health and metabolic diseases. He has published in international peer-reviewed medical journals and authored three (3) books on brain health, metabolic bone disease and bone fracture healing, as well as two (2) books on childhood cancer.

Ronald Erickson (proposed Chief Executive Officer and President)

Mr. Ronald Erickson, age 75, will become the Chief Executive Officer and President of the Resulting Issuer. He obtained a Bachelor of Arts degree in 1966 from Central Washington University, a Masters degree from the University of Wyoming in 1970 and a Juris Doctor from University of California, Davis, in 1974. He is currently Chairman of Kalytera Therapeutics, Inc. (TSXV: KALY) and has been a member of its board of directors since 2015. Mr. Ronald Erickson is currently Chairman of Know Laws, Inc. (previously known as Visualant, Inc.) and has been the Chief Executive Officer from 2007 to April 2018. Mr. Ronald Erickson was a director of biOasis Technologies Inc. from 2010 to November 2017. He has been a director of RMR since October 17, 2017. Mr. Ronald Erickson is currently an active member of the Washington State Bar Association.

Judi Dalling (Chief Financial Officer and Corporate Secretary)

Ms. Judi Dalling, age 65, will remain as the Chief Financial Officer and Corporate Secretary of the Resulting Issuer. She graduated from the University of British Columbia with a Bachelor of Laws degree in 2004. She was admitted to the Law Society of British Columbia in 2005 and has since retired her membership with the Law Society of British Columbia. Ms. Judi Dalling has been the Chief Financial Officer and Corporate Secretary of Pascal Biosciences Inc. since June 2013 and has been self-employed since 2006. From June 2014 to October 2017, Ms. Judi Dalling was the Chief Financial Officer and Corporate Secretary of biOasis Technologies Inc. and was the Chief Financial Officer and Corporate Secretary of Supreme Pharmaceuticals Inc. from July 2012 to May 2013. She has been the Chief Financial Officer and Corporate Secretary of RMR since October 17, 2017.

Corporate Cease Trade Orders

None of the Resulting Issuer’s directors, officers, or promoters, or a security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has, within ten years prior to the date of this Filing Statement, been a director, officer, or promoter of any company, including the Resulting Issuer and any personal holding companies, that was subject to a cease trade order, an order similar to a cease trade 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 while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of the relevant company.

Bankruptcies

None of the directors, officers, or promoters of the Resulting Issuer, or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or any personal holding companies of the foregoing, within ten years prior to the date of this Filing Statement has been a director, officer, or promoter of any company, as applicable, 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.

Penalties or Sanctions

No director, officer, Insider or Promoter of the Resulting Issuer, or a shareholder of the Resulting Issuer holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors, proposed directors and officers of the Resulting Issuer will be subject with respect to the operations of the Resulting Issuer. Certain of the directors, proposed directors and/or officers serve as directors and/or officers of other companies or have significant shareholdings in other companies. Any conflicts of interest will be subject to and governed by the law applicable to directors and officers conflicts of interest, including the procedures prescribed by the BCBCA. The BCBCA requires that directors and officers of the Resulting Issuer, who are also directors or officers of a party which enters into a material contract with the Resulting Issuer or otherwise have a material interest in a material contract entered into by the Resulting Issuer, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Resulting Issuer's directors to approve the contract.

Standing Committees of the Board

The Resulting Issuer will have an Audit Committee comprised of the following three directors: Robin Hutchison, J. Michael Hutchison and Dr. Larry McCleary.

Promoter Consideration

There is no person or company that will be considered a Promoter of the Resulting Issuer. Robin Hutchison was a promoter of RMR in that he took the initiative in founding and organizing RMR. After giving effect to the Proposed Qualifying Transaction it is expected that Robin Hutchison will own 1,200,000 Resulting Issuer Shares and 275,000 Resulting Issuer Options.

Other Reporting Issuer Experience

The following table sets out the proposed directors and officers of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers.

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term
Robin Hutchison	biOasis Technologies Inc.	TSXV	Chief Executive Officer	March 2008 – April 2017
			Chairman (Director)	March 2008 – November 2017
			Executive Chairman	April 2017 – November 2017
	Biomune Technologies Inc.	TSXV	Chairman (Director)	May 2013 – December 2015
J. Michael Hutchison	biOasis Technologies Inc.	TSXV	Director	May 2008 – December 2017

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term
	Biomune Technologies Inc.	TSXV	Director	July 2012 – May 2015
	Pascal Biosciences Inc.	TSXV	Director	May 2013 – December 2015
Ronald Erickson	Visualant Technologies Inc.	OTC BB	Chief Executive Officer	May 2007 – Present
	biOasis Technologies Inc.	TSXV	Director	August 2010 – November 2017
	Kalytera Therapeutics, Inc.	TSXV	Director	December 2015 – Present
Judi Dalling	New Carolin Gold Corp.	TSXV	Chief Financial Officer	April 9, 2019 – Present
	Pascal Biosciences Inc.	TSXV	Chief Financial Officer and Corporate Secretary	June 2013 – Present
	biOasis Technologies Inc.	TSXV	Chief Financial Officer and Corporate Secretary	June 2014 – October 2017
	Supreme Pharmaceuticals Inc. (previously Supreme Resources Inc.)	TSXV	Chief Financial Officer and Corporate Secretary	July 2012 – May 2013

EXECUTIVE COMPENSATION

The following disclosure of executive compensation is made in accordance with the requirements of NI 51-102 and Exchange Form 3B2. For the purposes of Exchange Form 3B2, disclosure is required to be made for the Resulting Issuer’s CEO and four most highly compensated executive officers regardless of the amount of their compensation (collectively, the “**Resulting Issuer Named Executive Officers**”).

Compensation Discussion and Analysis

The Board of the Resulting Issuer will be responsible for setting the overall compensation strategy of the Resulting Issuer and administering the Resulting Issuer’s executive compensation program with input from the Chief Executive Officer of the Resulting Issuer in respect of all executive officers other than the Chief Executive Officer. The Resulting Issuer Named Executive Officers of the Resulting Issuer for the year ended September 30, 2019 will be the President and Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary. The Board will also be responsible for reviewing the Resulting Issuer’s compensation policies and guidelines generally.

The objective of the Resulting Issuer’s executive compensation program will be to motivate, reward, and retain management talent that is needed to achieve the Resulting Issuer’s business objectives. The compensation program will be designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance, and contribution of the individuals involved and the overall performance of the Resulting Issuer. When evaluating performance, consideration will be given to the Resulting Issuer’s long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual’s performance and achievements.

Risks of Compensation Policies and Practices

The Resulting Issuer’s compensation program will be designed to provide executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Board of the Resulting Issuer will note the following facts that discourage the Resulting Issuer’s executives from taking unnecessary or excessive risk:

- the Resulting Issuer’s operating strategy and related compensation philosophy;
- the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance, and financial and non-financial performance; and
- the Resulting Issuer’s approach to performance evaluation and compensation provides greater rewards to an executive officer achieving both short-term and long-term agreed upon objectives.

Based on this review, the Board of the Resulting Issuer believes that the Resulting Issuer’s total executive compensation program will not encourage executive officers to take unnecessary or excessive risk.

Stock Option Plans and Other Incentive Plans

The Resulting Issuer will adopt the RMR Option Plan (the “**Resulting Issuer Option Plan**”) for its directors, officers, employees and consultants. The number of authorized but unissued Resulting Issuer Shares that may be subject to options granted to optionees under the Resulting Issuer Option Plan shall not exceed 10% of the Resulting Issuer Shares issued and outstanding on the date of grant. Rolling 10% stock options plans such as the Resulting Issuer Option Plan require annual shareholder approval.

Compensation of Directors

The following table sets forth the expected annual and long-term compensation of the Resulting Issuer Named Executive Officers for services in all capacities to the Resulting Issuer and its Subsidiaries for the 12 months following completion of the Proposed Qualifying Transaction:

Non-Equity Incentive Plan Compensation ⁽¹⁾									
Name and Principal Position	Year Ended	Salary	Share- Based Awards	Option- Based Awards	Annual Incentive Plans ⁽²⁾	Long- Term Incentive Plans	Pension Value	All Other Compen- sation	Total Compen- sation
Robin Hutchison <i>Director</i>	2019	\$120,000	N/A	250,000	N/A	N/A	N/A	N/A	Salary/Option
Ronald Erickson <i>President and Chief Executive Officer</i>	2019	\$78,000	N/A	250,000	N/A	N/A	N/A	N/A	Salary/Option
Judi Dalling <i>Chief Financial Officer</i>	2019	\$78,000	N/A	100,000	N/A	N/A	N/A	N/A	Salary/Option
Dr. Larry McCleary <i>Chief Medical Officer and Chief Scientific Officer</i>	2019	\$100,000	N/A	250,000	N/A	N/A	N/A	N/A	Salary/Option
Michael Hutchison <i>Director</i>	2019	\$0	N/A	100,000	N/A	N/A	N/A	N/A	Salary/Option

Notes:

- (1) Estimated annual incentive plans including stock and cash bonus will be reviewed and determined at the discretion of the Board of the Resulting Issuer.
- (2) The directors of the Resulting Issuer will not receive any compensation as directors of the Resulting Issuer however, they will be reimbursed for all reasonable expenses incurred on order to attend meetings of the Resulting Issuer Board or any committee of the Resulting Issuer Board.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of the Resulting Issuer as a whole will be responsible for determining the overall strategy of the Resulting Issuer and administering the Resulting Issuer's executive compensation program.

The CEO of the Resulting Issuer may make recommendations to the Board regarding individual equity incentive awards for executive officers and directors. If made, the Board will take these recommendations into consideration when making final decisions on compensation for those executive officers. The Board does not anticipate on using formulas or benchmarks for each grant, but it will be restricted by the policies of the TSXV and the terms of the Resulting Issuer Option Plan in how many Resulting Issuer Options it may grant. Resulting Issuer Options under the Resulting Issuer Option Plan will be awarded to executive officers by the Board based upon the level of responsibility and contribution of the individuals towards the Resulting Issuer's goals and objectives. It is anticipated that previous grants of options to a particular individual will be taken into account when considering future grants of Resulting Issuer Options to that particular individual.

Equity Compensation Plan Information

The following table sets forth information in respect of anticipated number of securities authorized for issuance under the Resulting Issuer's equity compensation plans after Completion of the Qualifying Transaction.

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options</u>	<u>Weighted-Average Exercise Price of Outstanding Options</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans</u>
Equity compensation plans approved by the security holders	1,010,000 ⁽¹⁾⁽²⁾	\$0.17 ⁽¹⁾⁽²⁾	1,386,386 ⁽¹⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	1,010,000⁽¹⁾⁽²⁾	\$0.17⁽¹⁾⁽²⁾	1,386,386⁽¹⁾

Notes:

- (1) The Resulting Issuer Option Plan will be a "rolling" stock option plan which reserves for issuance a maximum of 10% of the issued and outstanding Resulting Issuer Shares at the time of grant.
- (2) On March 15, 2018, upon completion of RMR's IPO, RMR granted 760,000 RMR Options to directors and officers of RMR with an exercise price of \$0.10 per RMR Common Share. It is anticipated that an additional 250,000 RMR Options with an exercise price of \$0.40 per Resulting Issuer Share will be granted to Dr. Larry McCleary upon closing of the Proposed Qualified Transaction.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHER MANAGEMENT

No person who is a director or officer of RMR, cannÖgen or is proposed to be a director or officer of the Resulting Issuer, or any associate of the foregoing, is: (a) indebted to RMR or cannÖgen or a Subsidiary of RMR or cannÖgen; or (b) is indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by RMR, cannÖgen or a Subsidiary of RMR or cannÖgen.

INVESTOR RELATIONS ARRANGEMENTS

Neither RMR nor cannÖgen has entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer or its securities or to engage in activities for the purpose of stabilizing the market. Any such agreement or understanding that may be entered into following the completion of the Transaction will be at the determination of the Board of the Resulting Issuer.

OPTIONS TO PURCHASE SECURITIES

Options to Purchase Securities

Upon completion of the Proposed Qualifying Transaction, it is expected that the Resulting Issuer will have 1,010,000 Resulting Issuer Options issued and outstanding to acquire Resulting Issuer Shares, and 1,010,000 Resulting Issuer Shares reserved for issuance under the Resulting Issuer Option Plan. The following table shows the expected allocation of Resulting Issuer Options:

Optionee	Number of Options to Purchase Resulting Issuer Shares	Exercise Price	Grant Date	Expiry Date
Resulting Issuer Executive Officers as a group ⁽¹⁾	630,000	\$0.10 / \$0.40 ⁽²⁾	March 15, 2018 / Closing Date ⁽²⁾	5 years from the date of grant
Directors of the Resulting Issuer as a group (who are also not Resulting Issuer Executive Officers) ⁽³⁾	380,000	\$0.10	March 15, 2018	5 years from the date of grant
Employees of the Resulting Issuer as a group	Nil	N/A	N/A	N/A
Consultants of the Resulting Issuer as a group	Nil	N/A	N/A	N/A
Any other applicable person or company	Nil	N/A	N/A	N/A
Total	1,010,000			

Notes:

- (1) The aggregate number of Resulting Issuer Executive Officers as a group is three being, Ronald Erickson, Dr. Larry McCleary and Judi Dalling.
- (2) 380,000 options were issued on March 15, 2018 in connection with RMR closing its IPO; such options have an exercise price of \$0.10 per share. It is anticipated that 250,000 Resulting Issuer Options will be issued to Dr. Larry McCleary in connection with the Closing of the Proposed Qualifying Transaction and that such options will have an exercise price of \$0.40 per share.
- (3) The aggregate number of directors of the Resulting Issuer as a group (who are also not Resulting Issuer Named Executive Officers) is two being, Robin Hutchison and J. Michael Hutchison.
- (4) 760,000 of the 1,010,000 Resulting Issuer Options issued and outstanding upon Completion of the Proposed Qualifying Transaction will be held by past directors or officers of RMR.

Stock Option Plan

The RMR Option Plan will continue in force following Closing and provides that the Board may from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and consultants to the Resulting Issuer, non-transferable Resulting Issuer Options, provided that the number of Resulting Issuer Shares reserved for issuance will not exceed 10% of the issued and outstanding Resulting Issuer Shares. In connection with the foregoing, the number of Resulting Issuer Shares reserved for issuance to any one person in any 12 month period will not exceed 5% of the issued and outstanding Resulting Issuer Shares unless the Resulting Issuer has obtained disinterested shareholder approval in accordance with the policies of the TSXV in respect of such grant and meets applicable Exchange requirements. In addition: (a) the number of Resulting Issuer Shares reserved for issuance to any one consultant in any 12 month period will not exceed 2% of the issued and outstanding Resulting Issuer Shares; and

(b) the aggregate number of Resulting Issuer Shares reserved for issuance to persons employed to provide investor relation activities in any 12 month period will not exceed 2% of the issued and outstanding Resulting Issuer Shares.

Subject to any requirements of the Exchange, the Board of the Resulting Issuer shall be able fix the duration of the Resulting Issuer Options at the time of grant, provided that in no circumstances shall the duration of any Resulting Issuer Option be longer than ten years as a TSXV Tier 1 Issuer and five years as a TSXV Tier 2 Issuer. Resulting Issuer Options must be exercised within a reasonable period following cessation of the optionee's position with the Resulting Issuer, provided that if the cessation was by reason of death, the Resulting Issuer Options may be exercised within a maximum period of one year after such death, subject to the expiry date of such Resulting Issuer Options. Resulting Issuer Options may be exercised from the later of 12 months after completion of a Qualifying Transaction by the Resulting Issuer, if any, and 90 days following cessation of the optionee's position with the Resulting Issuer, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the Resulting Issuer Options may be exercised within a maximum period of one year after such death, subject to the expiry date of such Resulting Issuer Options.

The exercise price of the Resulting Issuer Options shall be determined by the Board at the time any Resulting Issuer Option is granted. In no event shall such exercise price be lower than the minimum exercise price permitted by the policies of the Exchange. Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which Resulting Issuer Options shall vest and the method of vesting, or that no vesting restriction shall exist.

ESCROWED SECURITIES

Escrow Share Summary

Upon Closing of the Proposed Qualifying Transaction, it is anticipated that there will be an aggregate of 2,600,000 Resulting Issuer Shares held in escrow with Computershare Investor Services Inc. under the provisions of the CPC Escrow Agreement entered into in connection with the RMR IPO. See "*Part I - Information Concerning RMR - Escrowed Securities*". In addition, it is anticipated that 7,500,000 Resulting Issuer Shares issued to cannÖgen Securityholders pursuant to the Share Exchange Agreement will be subject to escrow as Resulting Issuer Escrow Shares as a result of the Proposed Qualifying Transaction.

Shares Held in Escrow

The following table sets out, as of the date hereof and to the knowledge of RMR and cannÖgen, the name and municipality of residence of the existing security holders of RMR whose Resulting Issuer Shares will be held in escrow. Upon Closing of the Proposed Qualifying Transaction, an aggregate of 2,600,000 Resulting Issuer Shares will be held in escrow with the Escrow Agent under the provisions of the CPC Escrow Agreement.

Name and Municipality of Residence of Securityholder	Designation of class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
		Number of securities held in escrow	Percentage of class ⁽¹⁾	Number of Resulting Issuer Shares to be held in escrow ⁽²⁾	Percentage of class ⁽³⁾
Robin Hutchison Surrey, British Columbia	Common Share	1,200,000	15.51%	1,200,000	5.00%
Ronald Erickson Bainbridge, Washington	Common Share	1,200,000	15.51%	1,200,000	5.00%

Name and Municipality of Residence of Securityholder	Designation of class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
		Number of securities held in escrow	Percentage of class ⁽¹⁾	Number of Resulting Issuer Shares to be held in escrow ⁽²⁾	Percentage of class ⁽³⁾
J. Michael Hutchison <i>Victoria, British Columbia</i>	Common Share	100,000	1.29%	100,000	0.42%
Judi Dalling <i>Vancouver, British Columbia</i>	Common Share	100,000	1.29%	100,000	0.42%

Notes:

- (1) Based on a total of 7,735,775 RMR Common Shares issued and outstanding.
- (2) Excludes those Resulting Issuer Shares subject to release on Final Exchange Bulletin.
- (3) Based on a total of 24,001,360 Resulting Issuer Shares issued and outstanding.

Resulting Issuer Escrow Shares

The following table sets out, as of the date hereof and to the knowledge of RMR and cannÖgen, the name and municipality of residence of the current security holders of cannÖgen who will be issued Resulting Issuer Shares in connection with the Proposed Qualifying Transaction which will be Resulting Issuer Escrow Shares and subject to Tier 2 value escrow.

Name and Municipality of Residence of Securityholder	Designation of class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
		Number of securities held in escrow	Percentage of class	Number of Resulting Issuer Shares to be held in escrow	Percentage of class ⁽¹⁾
Vitexxa LLC	Common Shares	N/A	N/A	5,000,000	20.83%
Donald Hagans	Common Shares	N/A	N/A	2,500,000	10.41%

Note:

- (1) Based on a total of 24,001,360 Resulting Issuer Shares issued and outstanding.

The Resulting Issuer Shares are Tier 2 “Value Securities” as defined in the Escrow Policy and the Resulting Issuer Escrow Shares shall be released in accordance with the following timeline provided by the Escrow Policy. In addition, Resulting Issuer Escrow Shares issued to RMR seed share investors who are not “Principals” of the Resulting Issuer as defined in the policies of the TSXV shall also be released in accordance with the below timeline:

Release Dates	Percentage of Total Escrowed Securities to be Released	Cumulative Percentage of Total Escrowed Securities to be Released
Date of Final Exchange Bulletin	10%	10%
6 months following Final Exchange Bulletin	15%	25%
12 months following Final Exchange Bulletin	15%	40%
18 months following Final Exchange Bulletin	15%	55%
24 months following Final Exchange Bulletin	15%	70%
30 months following Final Exchange Bulletin	15%	85%
36 months following Final Exchange Bulletin	15%	100%

General Information Concerning Escrowed Securities

Holders of securities of the Resulting Issuer held in escrow may generally exercise voting rights attaching to such securities. However, no holder of securities held in escrow shall vote any securities in support of one or more arrangements that would result in the repayment of capital being made on the securities prior to a winding up of the Resulting Issuer. Generally, holders of securities in escrow do not see their right to receive a dividend or other distribution on the securities impaired.

Where escrowed securities of the Resulting Issuer are held by a company, such company will be required to agree not to carry out, while its Resulting Issuer Shares are in escrow, any transaction that would result in the change of control of the company. Any such company will be required to further undertake to the TSXV that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the company.

All holders of escrowed shares must obtain TSXV consent to transfer Resulting Issuer Shares then subject to escrow, other than in specified circumstances set out in the applicable escrow agreement.

Seed Share Resale Securities

To the knowledge of RMR and cannÖgen, assuming completion of the Proposed Qualifying Transaction, the following securities of the Resulting Issuer are anticipated to be subject to “seed share resale restrictions” in accordance with the policies of the TSXV:

Shareholder/Group of Shareholders	After giving effect to the Proposed Qualifying Transaction	
	Percentage of class Non-diluted /Fully diluted	Number and designation of securities to be subject to “seed share resale restrictions” and released in accordance with Exchange Policies
Prior holders of Convertible Promissory Notes	4.49% / 3.57%	1,078,085 Resulting Issuer Shares

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Resulting Issuer is expected to Davidson & Company LLP.

Transfer Agent and Registrar

The transfer agent and registrar of the Resulting Issuer will not change as a result of the Transaction and will be Computershare Trust Company of Canada at its Vancouver office. See “*Part I – Information Concerning RMR – Auditor, Transfer Agent and Registrar.*”

**PART V
GENERAL MATTERS**

SPONSORSHIP AND AGENT RELATIONSHIPS

Sponsorship

cannÖgen and RMR have obtained an exemption from the sponsorship requirements of the Exchange.

Relationships

Neither RMR nor cannÖgen has entered into an agreement with any registrant to provide sponsorship or corporate finance services, either now or in the future.

EXPERTS

Opinions

The following professional persons have prepared reports or have provided opinions that are either included or referenced within this Filing Statement:

1. Davidson & Company LLP has provided auditor's reports on the audited financial statements of RMR included in this Filing Statement.
2. Davidson & Company LLP has provided auditor's reports on the audited financial statements of cannÖgen included in this Filing Statement.

Interest of Experts

Davidson & Company LLP is the auditor for RMR and Davidson & Company LLP is the auditor for cannÖgen. Davidson & Company LLP is independent of RMR within the meaning of the *Code of Professional Conduct of the Chartered Professional Accountants of British Columbia* and Davidson & Company LLP is independent of cannÖgen within the meaning of the *Code of Professional Conduct of the Chartered Professional Accountants of British Columbia*. As of the date of this Filing Statement, no professional person who has provided an opinion or report referenced in this Filing Statement, currently holds more than 1% of the issued and outstanding RMR Common Shares and upon completion of the Proposed Qualifying Transaction, will not hold more than 1% of the issued and outstanding Resulting Issuer Shares, and no such professional person is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of its Associates or Affiliates.

OTHER MATERIAL FACTS

There are no material facts about RMR or the Transaction that are not disclosed within this Filing Statement and which are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to RMR, cannÖgen or the Resulting Issuer assuming completion of the Transaction.

BOARD APPROVAL

The Board of RMR has approved the contents of this Filing Statement.

PART VI RISK FACTORS

An investment in RMR, cannÖgen and the Resulting Issuer is subject to various risks and should be considered highly speculative. Investors should consider the following risk factors in addition to those outlined or otherwise referred to in this Filing Statement and the Appendices hereto.

Prior to making an investment decision, investors should consider the investment risks set forth below and those described elsewhere in this Filing Statement, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of RMR and cannÖgen consider the risks set forth below to be the most significant, but do not consider them to be all of the risks associated with an investment in securities of RMR, cannÖgen or the Resulting Issuer. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in connection with the Resulting Issuer's business, actually occur, the Resulting Issuer's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Resulting Issuer's securities could decline and investors may lose all or part of their investment.

RISK FACTORS RELATING TO THE TRANSACTION

Failure to Realize Anticipated Benefits of the Transaction

cannÖgen and RMR are proposing to complete the Share Exchange to realize certain benefits. Achieving the benefits of the Share Exchange depends in part on successfully consolidating functions and integrating operations in a timely and efficient manner, as well as the ability of the Resulting Issuer to realize the anticipated growth opportunities and synergies from integrating the acquired cannÖgen businesses and operations with those of RMR.

cannÖgen and RMR may not satisfy all regulatory requirements or obtain the necessary approvals for completion of the Share Exchange on satisfactory terms or at all

Completion of the Share Exchange is subject to satisfaction of certain regulatory requirements and the receipt of all necessary regulatory and securityholder approvals and third-party consents. There can be no certainty, nor can either Party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a Material Adverse Effect on the business and affairs of RMR or the trading price of the RMR Common Shares, after completion of the Share Exchange.

The Share Exchange Agreement may be terminated in certain circumstances, including in the event of a Material Adverse Change in cannÖgen or RMR

Each of cannÖgen and RMR has the right to terminate the Share Exchange Agreement in certain circumstances. Accordingly, there is no certainty, nor can either Party provide any assurance, that the Share Exchange Agreement will not be terminated before the completion of the Share Exchange. For example, a Party has the right, in certain circumstances, to terminate the Share Exchange Agreement if a Material Adverse Change occurs with respect to the other Party. Although a Material Adverse Change excludes certain events that are beyond the control of the Parties, there is no assurance that a change constituting a Material Adverse Change in a Party will not occur before the Effective Date, in which case the other Party could elect to terminate the Share Exchange Agreement and the Share Exchange would not proceed.

cannÖgen and RMR Expect to Incur Significant Costs Associated with the Share Exchange

cannÖgen and RMR will collectively incur significant direct transaction costs in connection with the Share Exchange. Actual direct transaction costs incurred in connection with the Share Exchange may be higher than expected. In addition, additional costs may be incurred to the extent that any cannÖgen Securityholder exercise their Dissent Rights and receive payout value of their cannÖgen Common Shares. Moreover, certain of cannÖgen's and RMR's costs

related to the Share Exchange, including legal, financial advisory services, accounting, printing and mailing costs, must be paid even if the Share Exchange is not completed.

cannÖgen may not satisfy the conditions required to acquire the Licenses on satisfactory terms or at all

cannÖgen's ability to acquire the Licenses is conditional upon, among other things, it completing a go-public transaction and a minimum financing which it intends to satisfy by completing the Proposed Qualifying Transaction and the Private Placement. Completion of the Proposed Qualifying Transaction and the Private Placement is subject to satisfaction of certain regulatory requirements and the receipt of all necessary regulatory and securityholder approvals and third-party consents. There can be no certainty, nor can either Party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The failure of cannÖgen to acquire the Licenses in a timely manner, or at all, may have a Material Adverse Effect on the business and affairs of cannÖgen, the Resulting Issuer and the trading price of the Resulting Issuer Common Shares.

There are risks related to the integration of cannÖgen's and RMR's existing businesses

The ability to realize the anticipated benefits of the Share Exchange will depend in part on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as on the Resulting Issuer's ability to realize the anticipated growth opportunities and synergies from integrating and carrying on cannÖgen's and RMR's businesses following completion of the Share Exchange. This integration will require the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities available to the Resulting Issuer following completion of the Share Exchange, and from operational matters during this process. The integration process may result in the loss of key employees and the disruption of ongoing business and employee relationships that may adversely affect the ability of the Resulting Issuer to achieve the anticipated benefits of the Share Exchange.

Forward-Looking Statements May Prove to be Inaccurate

cannÖgen Securityholders are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statement or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this Filing Statement under the heading "Forward Looking Information and Cautionary Information".

If the Share Exchange is Not Completed, cannÖgen's Future Business and Operations Could be Harmed

If the Share Exchange is not completed, cannÖgen may be subject to a number of additional material risks, including the following:

- cannÖgen may be unable to acquire the Licenses and conduct its business as currently planned or at all;
- cannÖgen may have lost other opportunities that would have otherwise been available had the Share Exchange Agreement not been executed, including, without limitation, opportunities not pursued as a result of affirmative and negative covenants made by it in the Share Exchange Agreement, such as covenants affecting the conduct of its business outside the ordinary course of business;
- cannÖgen may be unable to obtain additional sources of financing or conclude another sale, merger or Share Exchange on as favourable terms, in a timely manner, or at all; and
- the obligations of cannÖgen to pay the termination fee pursuant to the terms of the Share Exchange Agreement in certain circumstances.

RISK FACTORS RELATING TO RMR

Limited History of Operations

RMR has a very limited history of operations, is in the early stage of development and, in compliance with the CPC Policy, has conducted no active business and has received no revenues other than interest revenues. As such, RMR is subject to many risks, all of which are common to such enterprises, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that RMR will be successful in achieving a return on shareholders' investment and its likelihood of success must be considered in light of its early stage of operations. RMR has no intention of paying dividends in the near future.

The Transaction May Not be Completed

The Transaction is subject to final acceptance of the Exchange. There can be no assurance that all of the necessary regulatory approvals will be obtained. If the Transaction contemplated by the Share Exchange Agreement is not completed for these reasons or for any other reason, including as a result of the termination of the Share Exchange Agreement by the parties to that agreement, RMR will have incurred significant costs associated with the failed implementation of the Transaction. Furthermore, RMR has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that RMR will be able to identify a suitable Qualifying Transaction in the future. Even if a proposed Qualifying Transaction is identified in the future, there can be no assurance that RMR will be able to successfully complete such transaction and the completion of such other Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, approval of the majority of the minority shareholders.

Management and Conflicts of Interest

The ability of RMR to successfully complete the Proposed Qualifying Transaction is dependent on the performance of its current directors and officers, who only devote a portion of their time to the business and affairs of RMR and are, or will be, engaged in other projects or businesses. The current directors, officers, Control Persons and Promoters of RMR also serve as directors and/or officers of other companies which may compete with RMR in its search for the businesses or assets targeted in order to complete a Qualifying Transaction. Accordingly, situations may arise where the directors, officers, Control Persons and Promoters of RMR are in a position of conflict with RMR.

RISK FACTORS RELATING TO CANNÖGEN

Profitability

There is no assurance that cannÖgen will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue cannÖgen's business development and marketing activities. If cannÖgen does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Availability of Financing

cannÖgen has limited financial resources and there is no assurance that additional funding will be available to cannÖgen for further operations or to fulfill their respective obligations under current agreements. There is no assurance that cannÖgen can generate sufficient revenues to operate profitably, or provide a return on investment, or that they will successfully implement their plans.

The ability of cannÖgen to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of cannÖgen. There can be no assurance that cannÖgen will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to cannÖgen. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of cannÖgen may change and shareholders may suffer additional dilution. Similarly, future

acquisitions may be funded in part by equity of a proposed acquisition target as may be determined by the directors from time to time. Any such arrangement could have a dilutive effect on the interest of shareholders of cannÖgen.

If adequate funds are not available, or are not available on acceptable terms, cannÖgen may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Limited Operating History

cannÖgen is entering the health and medical condition ingestible products industry in Canada. cannÖgen is therefore subject to many of the risks common to entering a new area of investment, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and a lack of revenue. There is no assurance that cannÖgen will be successful in achieving a return on its shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

Expansion of Facilities

Any expansion of the cannÖgen's facilities is subject to various potential problems and uncertainties, and may be delayed or adversely affected by a number of factors beyond the cannÖgen's control. These uncertainties include the failure to obtain regulatory approvals, permits, delays in the delivery or installation of equipment by suppliers, difficulties in integrating new equipment with existing facilities, shortages in materials or labor, defects in design or construction, diversion of management resources, and insufficient funding or other resource constraints. The actual cost of construction may exceed the amount budgeted for expansion. As the result of construction delays, cost overruns, changes in market circumstances or other factors, cannÖgen may not be able to achieve the intended economic benefits from the expansion of operations, which in turn may affect the cannÖgen's business, prospects, financial condition and results of operations.

Reliance on Licenses

cannÖgen is reliant on the McCleary, McCleary Scientific, Infusion, Micronutrients and Sen Licenses; certain of which have requirements such as minimum annual payments and/or minimum sales requirements that must be met by cannÖgen for the Licenses to be retained. cannÖgen's ability to acquire the Licenses is conditional upon, among other things, it completing a go-public transaction and a minimum financing, which it intends to satisfy by completing the Proposed Qualifying Transaction and the Private Placement. Completion of the Proposed Qualifying Transaction and the Private Placement is subject to satisfaction of certain regulatory requirements and the receipt of all necessary regulatory and securityholder approvals and third-party consents. There can be no certainty, nor can either Party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The failure of cannÖgen to acquire the Licenses in a timely manner, or at all, may have a Material Adverse Effect on the business and affairs of cannÖgen, the Resulting Issuer and the trading price of the Resulting Issuer Shares.

Attracting Customers

cannÖgen's cash-flow and desired revenue is dependent on its ability to attract customers. A high level of marketing to achieve initial sales of cannÖgen's product in the market will be imperative to realize adequate cash-flow; however, as cannÖgen is a young company, it may not be able to attract enough customers to allow it to achieve its cash-flow breakeven point.

Customer Demand

Upon the introduction of its product to the market, cannÖgen plans to target a large and diverse customer base to achieve its desired revenues. cannÖgen is working towards identifying and providing products that appeal to such a customer base in an effort to achieve these desired revenues. cannÖgen's ability to attract customers is dependent on a number of factors including but not limited to offering high quality products at competitive prices, the strength of its competitors and the abilities of its sales and marketing teams. The failure of cannÖgen to attract new customers or to obtain new business from existing customers may mean that the Resulting Issuer will not increase its revenues as quickly as is anticipated, if at all.

Ability to Successfully Execute Strategies

If cannÖgen fails to execute any element of its strategy in a timely and effective manner, competitors may be able to seize marketing opportunities that cannÖgen has identified. cannÖgen's business strategy will require that it successfully and simultaneously complete many tasks. In order to be successful, cannÖgen must: (i) attract and retain customers; (ii) hire, train and retain quality employees and contracted labourers; and (iii) evolve cannÖgen's business to gain advantages in a competitive environment.

Reliance on Suppliers and Skilled Labour

The ability of cannÖgen to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to the raw products, supplies and skilled labour it requires to brew its product. No assurances can be given that cannÖgen will be successful in maintaining its required supply of skilled labour and raw products.

Seasonality of the Business

cannÖgen's sales are subject to quarterly and seasonal variations that may cause significant fluctuations in operating results.

Reliance on Key Personnel

cannÖgen is, and the Resulting Issuer will be, substantially dependent upon the services of its management team for the successful operation of its business. The loss of the services of any of these individuals could have a Material Adverse Effect on the business of the Resulting Issuer. If the Resulting Issuer cannot successfully recruit and retain the employees it needs, or replace key employees following their departure, the Resulting Issuer's ability to develop and manage its business will be impaired.

Management of Growth

cannÖgen may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of cannÖgen to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of cannÖgen to deal with this growth may have a Material Adverse Effect on cannÖgen's consolidated business, financial condition, results of operations and prospects.

Changes in Laws, Regulations and Guidelines

While to the knowledge of management, cannÖgen is currently in compliance with all Laws, any changes to Laws, regulations, guidelines and policies due to matters beyond the control of cannÖgen may cause adverse effects to its operations.

Loss of Investment Risk

An investment in cannÖgen is speculative and may result in the loss of a substantial portion of an investment. Only cannÖgen Securityholders who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider an investment in cannÖgen.

No Guaranteed Return

There is no guarantee that an investment in cannÖgen will earn any positive return in the short term or long term.

Employee Regulations

cannÖgen is exposed to the risk of employee fraud and other misconduct. Employee fraud includes intentional failure to comply with regulations, intentional failure to provide accurate information to regulatory authorities and intentional

failure to comply with industry standards. Other misconduct includes failure to report financial information accurately, failure to disclose unauthorized activities to cannÖgen, and the improper use of information obtained in the course of employment. Employee misconduct resulting in legal action, significant fines or other sanctions could result in a Material Adverse Effect to cannÖgen's consolidated business, results of operations or financial condition.

Litigation

cannÖgen may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which cannÖgen becomes involved be determined against cannÖgen such a decision could adversely affect cannÖgen's ability to continue operating and the market price for the common shares and could use significant resources. Even if cannÖgen is involved in litigation and wins, litigation can redirect significant cannÖgen resources. Litigation may also create a negative perception of cannÖgen's brand.

Protection of Intellectual Property Rights

The future success of cannÖgen's business is dependent upon the intellectual property rights surrounding certain technology licensed by cannÖgen, including trade secrets, patents, know-how and continuing product innovation. Although cannÖgen seek to protect proprietary rights, their actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other companies are not investigating or developing other products that are similar to the products of cannÖgen. In addition, effective intellectual property protection may be unenforceable or limited in certain countries. Any of these claims, with or without merit, could subject cannÖgen to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of cannÖgen's intangible assets may be diminished. Any of these events could have an adverse effect on cannÖgen's business and financial results.

Global Economic and Financial Deterioration Impeding Access to Capital or Increasing the Cost of Capital

Market events and conditions, including disruption in the Canadian, U.S. and international financial markets and other financial systems and the deterioration of Canadian, U.S. and global economic and financial market conditions, could, among other things, impact currency trading and impede access to capital or increase the cost of capital, which would have an adverse effect on cannÖgen's ability to fund its working capital and other capital requirements.

Dividends

Any decision to declare and pay dividends in the future will be made at the discretion of cannÖgen's Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. As a result, cannÖgen Securityholders may not receive any return on an investment in the common shares unless they sell their shares of cannÖgen for a price greater than that which such cannÖgen Securityholders paid for them. cannÖgen has no earnings or dividend record and may not pay any dividends on its common shares in the foreseeable future. Dividends paid by cannÖgen could be subject to Tax and, potentially, withholdings.

RISK FACTORS RELATING TO THE RESULTING ISSUER

Liquidity for the Resulting Issuer Shares

There is no assurance that there will be a liquid market for the Resulting Issuer Shares. Trading volumes for the Resulting Issuer Shares may fluctuate dramatically from day to day and from month to month. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance, net asset values or prospects of particular companies. There can also be no assurance that an active trading market in securities of the Resulting Issuer will be established and sustained. If an active public market for the Resulting Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline. Further, should cannÖgen Securityholder interest in the Resulting Issuer wane, shareholders may find it difficult to sell their shares or may be unable to do so. Additionally, no assurance can be given as to the

market price of the Resulting Issuer Shares after completion of the Transaction. It is also unlikely that the Resulting Issuer will pay any dividends in the immediate future.

Volatile Share Price

The price of the Resulting Issuer Shares is expected to be highly volatile and could be drastically affected by governmental and regulatory regimes and community support for health and medical condition ingestible products as are being marketed and sold by cannÖgen. The Resulting Issuer cannot predict the results of its operations expected to take place in the future. The results of these activities will inevitably affect the Resulting Issuer's decisions related to future operations and will likely trigger major changes in the trading price of the Resulting Issuer Shares.

Competition

cannÖgen has significant market competitors in each of its product categories. The nature and extent of this competition vis-à-vis specific cannÖgen products cannot be predicted and will inevitably affect cannÖgen overall sales and profitability.

Holding Company

The Resulting Issuer is, at least initially upon completion of the Transaction, a holding company and essentially all of its assets are the capital stock of its Subsidiary. As a result, securityholders of the Resulting Issuer are subject to the risks attributable to its Subsidiary. As a holding company, the Resulting Issuer conducts substantially all of its business through its Subsidiary, which generate substantially all of its revenues. Consequently, the Resulting Issuer's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its Subsidiary and the distribution of those earnings to the Resulting Issuer. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to Applicable Laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of the Resulting Issuer's Subsidiary, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of that Subsidiary before any assets are made available for distribution to the Resulting Issuer.

Compliance with Rules and Requirements Applicable to Public Companies

Changing Laws, regulations and standards relating to corporate governance and continuous disclosure result in increased legal and financial compliance costs. These Laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

Limited Experience Operating a Public Company

The board and management of the Resulting Issuer will have overall responsibility for management of the Resulting Issuer and, while certain of the Resulting Issuer's directors and officers have extensive experience in management and finance as well as in the operation of publicly-owned businesses, certain officers have limited experience operating a public company. In addition, the Resulting Issuer will be required to develop control systems and procedures required to operate as a public company, and these systems and procedures could place a significant strain on the Resulting Issuer's management systems, infrastructure and other resources. The Resulting Issuer cannot assure shareholders of the Resulting Issuer that its management's past experience will be sufficient to enable the Resulting Issuer to successfully operate as a public company.

Similarly, though certain of the Resulting Issuer's directors and officers have extensive experience in similar industries, the nature of the new industry and developing market for health and medical condition ingestible products may result in management having to change focus and strategy and adapt to an evolving and changing market and

industry. In addition, the Resulting Issuer will be susceptible to adverse developments in this new market and industry, the sole market in which it will operate upon completion of the Transaction, such as new developments, changing demographics, changing regulatory regime and other factors. If the Resulting Issuer is unable to successfully operate as a public company, this could substantially reduce its earnings and its ability to generate stable positive cash flow from its operations and may reduce the value of the common shares of the Resulting Issuers and adversely affect the Resulting Issuer's ability to raise additional capital.

Retention and Acquisition of Skilled Personnel

The success of Resulting Issuer is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management (each, a "Key Person", and collectively, the "Key Personnel"). The Resulting Issuer's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and the Resulting Issuer may incur significant costs to attract and retain them. The loss of the services of a Key Person, or an inability to attract other suitably qualified persons when needed, could have a Material Adverse Effect on the Resulting Issuer's ability to execute on its business plan and strategy, and the Resulting Issuer may be unable to find adequate replacements on a timely basis, or at all.

Litigation

The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against Potential Conflicts of Interest the Resulting Issuer, such a decision could adversely affect the Resulting Issuer's ability to continue operating and the value of the Resulting Issuer's Shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can redirect significant the Resulting Issuer resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Resulting Issuer's brand.

Potential Conflicts of Interest

Some of the individuals who will be appointed as directors or officers of the Resulting Issuer are also directors and/or officers of other reporting and non-reporting issuers. As of the date of this Filing Statement, and to the knowledge of the directors and officers of RMR and cannÖgen, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals who will continue as directors or officers following the completion of the Transaction. Additional situations may arise where the directors and/or officers of the Resulting Issuer may be in competition with the Resulting Issuer. Any conflicts will be subject to and governed by the Law applicable to directors' and officers' conflicts of interest. In the event that such a conflict of interest arises at a meeting of the Resulting Issuer's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with Applicable Laws, the directors of the Resulting Issuer are required to act honestly, in good faith and in the best interests of the Resulting Issuer.

Fraudulent or Illegal Activity by its Employees, Contractors and Consultants

The Resulting Issuer is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Resulting Issuer that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse Laws and regulations; or (iv) Laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Resulting Issuer to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Resulting Issuer to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Resulting Issuer from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such Laws or regulations. If any such actions are instituted against the Resulting Issuer, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Resulting Issuer's operations, any of which could have a Material Adverse Effect on the Resulting Issuer's business, financial condition and results of operations.

Use of Funds

Although the use of available funds has generally been provided for in this Filing Statement, the Resulting Issuer cannot specify with certainty the amount of available funds which will be allocated for each purpose. Accordingly, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult at this time to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of the Resulting Issuer will have a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

Acquisitions

The Resulting Issuer may intend to acquire additional businesses in the future. Acquisitions involve a number of special risks, including diversion of management's attention, failure to retain key acquired personnel, unanticipated events or circumstances, and legal liabilities, some or all of which could have a Material Adverse Effect on the business, results of operations and financial condition. In addition, there can be no assurance that the Resulting Issuer can complete any acquisition it pursues on favourable terms, that any acquired businesses, products or technologies will achieve anticipated revenues and income, or that any acquisitions completed will ultimately benefit the business. Furthermore, the potential funding of any such future acquisitions could require diversion of revenue or securing of debt or equity financings by the Resulting Issuer which could, in turn, result in a potentially dilutive issuance of equity securities. If a strategy of growth through acquisition is pursued, the failure of the Resulting Issuer to successfully manage this strategy could have a Material Adverse Effect on the Resulting Issuer's business, results of operations and financial condition.

Demand for Product and Negative Consumer Perception

The Resulting Issuer believes the health and medical condition ingestible product industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the cannÖgen products. Consumer perception of the cannÖgen products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements both in Canada and in other countries, media attention and other publicity (whether or not accurate or with merit) regarding cannÖgen products, including unexpected safety or efficacy concerns arising with respect to the products of the Resulting Issuer or its competitors. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the health and medical condition ingestible products market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a Material Adverse Effect on the demand for the Resulting Issuer's products and the business, results of operations and financial condition of the Resulting Issuer. The Resulting Issuer's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity (whether or not accurate or with merit), could have a Material Adverse Effect on any demand for the Resulting Issuer's products which could have a Material Adverse Effect on the Resulting Issuer's business, financial condition and results of operations. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of health and medical condition ingestible products in general, or the Resulting Issuer's products specifically, or associating health and medical condition ingestible products with negative effects or events, could have such a Material Adverse Effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

Third Party Transportation

In order for customers of the Resulting Issuer to receive their product, the Resulting Issuer must rely on third party transportation services. This can cause logistical problems with and delays in customers obtaining their orders and cannot be directly controlled by the Resulting Issuer. Any delay by third party transportation services may adversely affect the Resulting Issuer's financial performance.

Moreover, security of the product during transportation to and from the Resulting Issuer's facilities is critical due to the nature of the product. A breach of security during transport could have Material Adverse Effects on the Resulting

Issuer's business, financials and prospects. Any such breach could impact the Resulting Issuer's ability to continue operating under its licenses or the prospect of renewing its licenses.

Insurance Coverage

The Resulting Issuer has insurance to protect its assets, operations and employees. While the Resulting Issuer believes its insurance coverage addresses all material risks to which it is exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Resulting Issuer is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Resulting Issuer's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Resulting Issuer were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Resulting Issuer were to incur such liability at a time when it is not able to obtain liability insurance, there could be a Material Adverse Effect on the Resulting Issuer's business, financial condition and results of operation.

Product Liability

As a distributor of products designed to be ingested or inhaled by humans, the Resulting Issuer faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused damages, loss or injury. In addition, the sale of the Resulting Issuer's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Adverse reactions resulting from human consumption of the Resulting Issuer's products alone or in combination with other medications or substances could occur. The Resulting Issuer may be subject to various product liability claims, including, among others, that the Resulting Issuer's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning health risks, possible side effects or interactions with other substances. A product liability claim or regulatory action against the Resulting Issuer could result in increased costs, could adversely affect the Resulting Issuer's reputation with its clients and consumers generally, and could have a Material Adverse Effect on the results of operations and financial condition of the Resulting Issuer. There can be no assurances that the Resulting Issuer will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Resulting Issuer's potential products.

Environmental and Employee Health and Safety Regulations

The Resulting Issuer's operations are subject to environmental and safety Laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and nonhazardous materials and wastes, and employee health and safety. The Resulting Issuer will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety Laws and regulations may result in additional costs for corrective measures, penalties or restrictions on the Resulting Issuer's manufacturing operations. Changes in environmental, employee health and safety, or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to current operations or give rise to material liabilities, which could have a Material Adverse Effect on the business, results of operations and financial condition of the Resulting Issuer.

APPENDIX A
FINANCIAL STATEMENTS OF RMR

RMR SCIENCE TECHNOLOGIES INC.

Condensed interim Financial Statements

For the three months ended December 31, 2018 and 2017

(Unaudited – prepared by management)

(Expressed in Canadian Dollars)

RMR Science Technologies Inc.
Condensed interim Statements of Financial Position
(Unaudited - prepared by management)
(Expressed in Canadian Dollars)

As at:	<i>Notes</i>	December 31, 2018	September 30, 2018
		\$	\$
ASSETS			
Current			
Cash	4	361,003	408,647
Deferred financing costs	12	66,053	25,000
Total assets		427,056	433,647
LIABILITIES AND SHAREHOLDERS' EQUITY			
Accounts payable and accrued liabilities		208,039	125,794
SHAREHOLDERS' EQUITY			
Equity attributable to shareholders			
Share capital	6	519,848	519,848
Reserves		69,833	69,833
Deficit		(370,664)	(281,828)
Total shareholders' equity		219,017	307,853
Total liabilities and shareholders' equity		427,056	433,647

Nature of operations – Note 1
Proposed transaction – Note 12

Approved on behalf of the Board:

/s/ Robin Hutchison

Director

/s/ Ron Erickson

Director

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Statements of Loss and Comprehensive Loss
(Unaudited - prepared by management)
(Expressed in Canadian Dollars)

	For the Three Months Ended December 31, 2018	For the Period From October 17, 2018 (date of incorporation) to December 31, 2017
<i>Notes</i>	\$	\$
General and administrative expenses		
Bank service charges	257	-
Foreign exchange	48	-
Professional fees	86,126	32,207
Transfer agent, listing and filing fees	2,406	12,690
Net loss and comprehensive loss for the period	(88,836)	(44,897)
Basic and diluted loss per common share	(0.02)	-
Weighted average number of common shares outstanding	5,135,775	-

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Condensed Interim Statement of Shareholders' Equity
(Unaudited - prepared by management)
(Expressed in Canadian Dollars)

	Common Shares		Option Reserve	Deficit	Total Shareholders' Equity
	Number of Shares	Amount			
		\$		\$	\$
Balance, October 17, 2017	-	-	-	-	-
Shares issued	2,600,000	130,000	-	-	130,000
Net loss for the period	-	-	-	(44,897)	(44,897)
Balance, December 31, 2017	2,600,000	130,000	-	(44,897)	85,103
Shares issued	5,000,000	500,000	-	-	500,000
Share issuance costs	-	(106,341)	-	-	(106,341)
Share-based payments	-	-	52,445	-	52,445
Agent's options granted	-	(23,805)	23,805	-	-
Agent's options exercised	135,775	13,577	-	-	13,577
Transfer reserve on agent's options exercised	-	6,417	(6,417)	-	-
Net loss for the period	-	-	-	(236,931)	(236,931)
Balance, September 30, 2018	7,735,775	519,848	69,833	(281,828)	307,853
Net loss for the period	-	-	-	(88,836)	(88,836)
Balance, December 31, 2018	7,735,775	519,848	69,833	(370,664)	219,017

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Condensed Interim Statements of Cash Flow
(Unaudited - prepared by management)
(Expressed in Canadian Dollars)

	For the Three months ended December 31, 2018	For the Period From October 17, 2017 to December 31, 2017
	\$	\$
Cash provided by (used in):		
Operating activities:		
Net loss for the period	(88,836)	(44,897)
Changes in non-cash working capital:		
Accounts receivable	-	(750)
Accounts payable and accrued liabilities	41,192	32,160
	(47,644)	(13,487)
Financing activities:		
Shares issued for cash	-	130,000
Share issuance costs	-	(20,000)
	-	110,000
Net change in cash	(47,644)	96,513
Cash, beginning of period	408,647	-
Cash, end of period	361,003	96,513

Non-cash financing activities:

Deferred financing costs included in accounts payable and accrued liabilities: \$41,053

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

1. Nature of operations

RMR Science Technologies Inc. (the “Company”) was incorporated on October 17, 2017, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSXV”) Policy 2.4.

The principal business of the Company will be the identification and evaluation of assets or businesses with an intent to completing a qualifying transaction. On April 14, 2018, the Company signed a letter of intent (“LOI”) with cannÖgen Biosciences, Inc. (“cannÖgen”), a privately held corporation existing under the laws of the state of Nevada, with respect to a proposed business combination between the Company and cannÖgen (the “Qualifying Transaction”) by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. As consideration, the Company will issue and deliver up to 7,500,000 class “A” common shares (“Common Shares”) of the Company. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of cannÖgen. During the period from October 17, 2017 (date of incorporation) to September 30, 2018, the Company advanced \$25,000 to cannÖgen as a non-refundable deposit to assist Qualifying Transaction costs.

The registered and records office of the Corporation is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2. The head office is located at 4 – 3300 157A St., Surrey, British Columbia, V3Z 2P2.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

2. Basis of presentation

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards, as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim financial statements were authorized for issue by the Board of Directors on February 27, 2019.

(b) Basis of measurement

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments, which are measured at their fair values at the end of each reporting period. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

2. Basis of presentation (cont'd)

(b) Basis of measurement (cont'd)

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

(c) Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the functional currency of the Company.

(c) **Significant accounting policies**

Adoption of new accounting policy – financial instruments

The Company adopted all of the requirements of IFRS 9 – *Financial Instruments* ("IFRS 9") as of October 1, 2018. IFRS 9 replaces IAS 39 – *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at October 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Accounts payable	Amortized cost	Amortized cost

The Company did not restate prior periods and determined that the adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on October 1, 2018.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

3. Significant accounting policies (cont'd)
Adoption of new accounting policy – financial instruments (cont'd)

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

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. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

Adoption of new accounting policy – revenue from contracts with customers

The Company adopted all of the requirements of IFRS 15 *Revenue from Contracts with Customers* (“IFRS 15”) as of October 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. As the Company has no revenues, the change did not impact accumulated deficit or any assets and liabilities on the transition date.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

3. Significant accounting policies (cont'd)

Significant accounting judgments, estimates and assumptions

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements, and reported amounts of revenues and expenses during the period. Estimates and assumptions are continuously evaluated and are based on managements' experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant assumptions about the future and other sources of estimated uncertainty that management has made as at the statement of financial position date that could result in a material adjustment to the carrying amount of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Accounting Estimates

Critical accounting estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities include, but are not limited to, the following:

- Recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make estimates in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the condensed interim financial statements.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements include, but are not limited to, the following:

- Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund acquisition of assets or businesses and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

- Treatment of research and development expenses

The application of the Company's accounting policy for research and development expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Significant judgment is required to distinguish between the research and development phases. Estimates and assumptions may change if new information becomes available. If new information suggests future economic benefits are unlikely, the amount capitalized is written off to profit or loss.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

3. **Significant accounting policies (cont'd)**

Share capital

Common shares issued by the Company are classified as shareholders' equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' equity.

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated using the residual method whereby proceeds are allocated first to common shares based on the market trading price of the common shares, and any remaining balance is allocated to warrants.

Share-based payments

The Company accounts for share-based payments using a fair value based method with respect to all share-based payments measured and recognized, to directors, employees and non-employees. For directors and employees, the fair value of the options is measured at the date of grant. For non-employees, the options are recorded at the fair value of the goods or services received. When the value of the goods or services received in exchange for the share-based payments cannot be reliably estimated, the fair value is measured using the Black-Scholes option pricing model. When options and warrants are exercised, the related amount in the options and warrants reserve is transferred to share capital. When options and warrants expire unexercised, such amounts are transferred to deficit.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are determined based on differences between financial statement carrying amounts of existing assets and liabilities, and their respective tax basis (temporary differences). Deferred income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantively enacted. The amount of deferred income tax assets recognized is limited to the amount of the benefit that is probable of being realized.

Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. The computation of diluted earnings (loss) per share assumes the exercise or contingent issuance of securities only when such exercise would have a dilutive effect on the earnings (loss) per share.

2,600,000 common shares outstanding as of December 31, 2018 are contingently cancellable and excluded from the calculation of the weighted average number of common shares outstanding.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

3. Significant accounting policies (cont'd)

New accounting standards and interpretations

Certain new accounting standards, amendments to standards and interpretations have been issued. These standards have been assessed to not have a significant impact on the Company's financial statements:

IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for years beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standard; however, enhanced disclosure requirements are expected.

4. Cash

The Company's cash is comprised of cash of \$361,003 (September 30, 2018: \$408,647).

5. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are comprised of:

	December 31, 2018	September 30, 2018
	\$	\$
Accounts payable	201,205	123,294
Accrued liabilities	6,834	2,500
	<u>208,039</u>	<u>125,794</u>

6. Share capital

(a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Issued and outstanding:

As at December 31, 2018, the Company has 7,735,775 common shares outstanding, 2,600,000 of which will be held in escrow and contingently cancellable.

There were no share issuances during the three month period ended December 31, 2018.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

6. Share capital (cont'd)

During the period from October 17, 2017 (date of incorporation) to September 30, 2018:

The Company issued 2,600,000 common shares at a price of \$0.05 per common share for total proceeds of \$130,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrowed shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V, and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrowed shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Company does not receive final acceptance of a Qualifying Transaction and is delisted, the shares may be cancelled and the proceeds returned to the shareholders.

- 1) On March 15, 2018, the Company successfully completed its initial public offering of 5,000,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$500,000. Subject to the terms of an agency agreement entered into in connection with the Offering, the agents for the Offering received a cash commission equal to 10% of the gross proceeds raised by such agents, and agent's options ("Agent's Options") to purchase 500,000 common shares at an exercise price of \$0.10 per common share. The Agent's Options will expire 24 months from the date the common shares were listed on the TSXV, which was March 15, 2018.
- 2) On April 6, 2018, PI Financial Corp. (the "Agent") exercised 135,775 Agent's options for gross proceeds of \$13,577. \$6,417 was transferred to Share Capital from Agent's Option Reserve to recognize the fair value of the options exercised.

7. Stock options

On January 4, 2018, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

On March 15, 2018, the Company granted 760,000 stock options to officers and directors exercisable at a price of \$0.10 per share expiring five years from the date of grant. The fair value of the stock options granted was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of five years; and forfeiture rate of 0%. The fair value of the options was calculated at \$52,445, which was recognized during the period from October 17, 2017 (date of incorporation) to September 30, 2018 as share-based payment expense.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

7. Stock options (cont'd)

The options outstanding and exercisable at September 30, 2018 and December 31, 2018 are as follows:

Number Outstanding and Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual (Years)
760,000	0.10	4.21

8. Agent's Options

On March 15, 2018, the Company granted 500,000 non-transferable Agent's Options. Fair value of the Agent's options granted was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of two years; and forfeiture rate of 0%. The fair value of the options was calculated at \$23,805, which was recognized as Agent's Option Reserve.

The Agent's Options outstanding and exercisable at September 30, 2018 and December 31, 2018 are as follows:

	Quantity	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual (Years) (\$)
Balance, October 17, 2017	-	-	-
Issued, March 15, 2018	500,000	0.10	1.21
Exercised, April 6, 2018	(135,775)	0.10	-
Balance, September 30, 2018 and December 31, 2018	364,225	0.10	1.21

9. Related party transactions

Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and directors. During the three months ended December 31, 2018, there was no compensation paid to key management. (October 17, 2017 (date of incorporation) to December 31, 2017: \$nil). Share-based payments for directors and officers for the three months ended December 31, 2018 was \$nil (October 17, 2017 (date of incorporation) to December 31, 2017: \$nil).

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
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10. Financial instruments and risk management

As at December 31, 2018, the Company's financial instruments comprise cash and accounts payable and accrued liabilities. The fair value of cash, accounts payable and accrued liabilities approximate its carrying value due to its short-term to maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and

Level 3 – Inputs that are not based on observable market data.

As at December 31, 2018, the fair value of cash held by the Company was classified as Level 1 of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset-backed commercial paper.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company believes that further funding will be required to meet current and long-term requirements. As at December 31, 2018, the Company had a cash balance of \$361,003 (September 30, 2018: \$408,647) to settle current liabilities of \$208,039 (September 30, 2018: \$125,794). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

10. Financial instruments and risk management (cont'd)

ii. Foreign currency risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has no assets or liabilities and has no revenue or expenses denominated in a foreign currency, so it is not exposed to foreign currency risk.

iii. Equity price risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

11. Capital management

Capital is comprised of items included in shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

The Company is not subject to any externally-imposed capital requirements.

12. Proposed Transaction

On April 14, 2018, the Company signed a letter of intent ("LOI") with cannÖgen Biosciences Inc. ("cannÖgen"), a privately held corporation existing under the laws of the state of Nevada, with respect to a proposed business combination between the Company and cannÖgen by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of cannÖgen.

The Qualifying Transaction is expected to proceed by way of a business combination pursuant to which cannÖgen will become a wholly-owned subsidiary of the Company, and as consideration therefore, the Company will issue and deliver up to 7,500,000 class "A" common shares ("Common Shares") of the Company.

RMR Science Technologies Inc.
Notes to the Condensed Interim Financial Statements
For the Three Months Ended December 31, 2018
(Unaudited – prepared by management)
(Expressed in Canadian Dollars)

12. Proposed Transaction (cont'd)

Prior to the completion of the Transaction, the Company will complete a brokered private placement of from 7,500,000 up to a maximum of 12,500,000 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt, for aggregate gross proceeds of a minimum \$3,000,000 up to a maximum of \$5,000,000 (the "Offering"). Upon completion of the Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into one Common Share of the Company and one half of one Common Share purchase warrant of the Company. Each whole Common Share purchase warrant ("Warrant") will entitle the holder to acquire one Common Share at an exercise price of \$0.60 per Common Share for a period of two years from the date of issuance. The Warrants will also contain an accelerated expiry provision wherein if the Common Shares of the Company trade over \$0.85 on the TSXV, or on another recognized exchange, for a period of ten consecutive trading days, the Company may provide written notice to the holder that the Warrant will expire 30 days from the date of that notice. Subject to the terms of an agency agreement to be entered into in connection with the Offering, the agents for the Offering are expected to receive a cash commission equal to 7% of the gross proceeds raised by such agents and such number of broker warrants ("Broker Warrants"), that is equal to 7% of the number of Subscription Receipts sold by such broker. Each Broker Warrant will be exercisable to acquire one Common Share at a price of \$0.50 for a period of two years from the date of issuance. In connection with the Offering, the Company paid \$66,053 in deferred financing costs (September 30, 2018: \$25,000).

Upon completion of the Qualifying Transaction, it is the intention of the parties that the Resulting Issuer will continue to focus on the current business and affairs of cannÖgen and will be an industrial or Technology or Life Sciences Issuer listed on the TSXV.

RMR SCIENCE TECHNOLOGIES INC.

Financial Statements

For the period from October 17, 2017 (date of incorporation) to September 30, 2018

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
RMR Science Technologies Inc.

We have audited the accompanying financial statements of RMR Science Technologies Inc., which comprise the statement of financial position as at September 30, 2018, and the statements of loss and comprehensive loss, shareholders' equity, and cash flow for the period from incorporation as at October 17, 2017 to September 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of RMR Science Technologies Inc. as at September 30, 2018, and its financial performance and its cash flow for the period from incorporation on October 17, 2017 to September 30, 2018 in accordance with International Financial Reporting Standards.



Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about RMR Science Technologies Inc.'s ability to continue as a going concern.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

January 28, 2019

RMR Science Technologies Inc.
Statement of Financial Position
(Expressed in Canadian Dollars)

	<i>Notes</i>	September 30, 2018
		\$
ASSETS		
Current		
Cash	4	408,647
Deferred financing costs	13	25,000
Total assets		433,647
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable and accrued liabilities	5	125,794
SHAREHOLDERS' EQUITY		
Equity		
Share capital	6	519,848
Reserves		69,833
Deficit		(281,828)
Total shareholders' equity		307,853
Total liabilities and shareholders' equity		433,647

Nature of operations – Note 1
Proposed transaction – Note 13

Approved on behalf of the Board:

/s/ Robin Hutchison

Director

/s/ Ron Erickson

Director

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the period:		October 17, 2017 to September 30, 2018
	Notes	\$
General and administrative expenses		
Bank service charges		745
General office and administration		1,153
Marketing and promotion		5,394
Professional fees		153,208
Share-based payments	7	52,445
Transaction costs	1	25,000
Transfer agent, listing and filing fees		41,434
Travel and entertainment		2,449
Net loss and comprehensive loss for the period		(281,828)
Basic and diluted loss per common share		(0.10)
Weighted average number of common shares outstanding		2,928,253

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Statement of Shareholders' Equity
(Expressed in Canadian Dollars)

	Common Shares		Option Reserve	Deficit	Total Shareholders' Equity
	Number of Shares	Amount			
		\$			
Balance, October 17, 2017	-	-	-	-	-
Shares issued	7,600,000	630,000	-	-	630,000
Share issuance costs	-	(106,341)	-	-	(106,341)
Share-based payments	-	-	52,445	-	52,445
Agent's options granted	-	(23,805)	23,805	-	-
Agent's options exercised	135,775	13,577	-	-	13,577
Transfer reserve on agent's options exercised	-	6,417	(6,417)	-	-
Net loss for the period	-	-	-	(281,828)	(281,828)
Balance, September 30, 2018	7,735,775	519,848	69,833	(281,828)	307,853

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Statement of Cash Flow
(Expressed in Canadian Dollars)

For the period from October 17, 2017 to September 30, 2018

	\$
Cash provided by (used in):	
Operating activities:	
Net loss for the period	(281,828)
Items not involving cash:	
Share-based payments	52,445
Changes in non-cash working capital:	
Accounts payable and accrued liabilities	92,893
	(136,490)
Financing activities:	
Shares issued for cash	643,577
Share issuance costs	(73,440)
Deferred financing costs	(25,000)
	545,137
Net change in cash and cash equivalents	408,647
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	408,647

Non-cash transactions

Reclassification of agent's options exercise from reserve to Share capital:	\$ 6,417
Fair value of agent's options	\$23,805
Share issuance costs included in accounts payable	\$32,901

The accompanying notes are an integral part of these financial statements.

RMR Science Technologies Inc.
Notes to the Financial Statements
For the period from October 17, 2017 (date of incorporation) to September 30, 2018
(Expressed in Canadian Dollars)

1. Nature of operations

RMR Science Technologies Inc. (the “Company”) was incorporated on October 17, 2017, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSXV”) Policy 2.4.

The principal business of the Company will be the identification and evaluation of assets or businesses with an intent to completing a qualifying transaction. On April 14, 2018, the Company signed a letter of intent (“LOI”) with cannÖgen Biosciences Inc. (“cannÖgen”), a privately held corporation existing under the laws of the state of Nevada, with respect to a proposed business combination between the Company and cannÖgen (the “Qualifying Transaction”) by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. As consideration, the Company will issue and deliver up to 7,500,000 class “A” common shares (“Common Shares”) of the Company. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Transaction, the combined entity will continue to carry on the business of cannÖgen. During the period from October 17, 2017 (date of incorporation) to September 30, 2018, the Company advanced \$25,000 to cannÖgen as a non-refundable deposit to assist Qualifying Transaction costs.

The registered and records office of the Corporation is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2. The head office is located at 4 – 3300 157A St., Surrey, British Columbia, V3Z 2P2.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

2. Basis of presentation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards, as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These financial statements were authorized for issue by the Board of Directors on January 28, 2019.

2. Basis of presentation (cont'd)

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair values. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

3. Significant accounting policies

Financial instruments – recognition and measurement

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value net of transaction costs, if applicable. Measurement in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit or loss", "loans and receivables", "available-for-sale", "held-to-maturity", or "other financial liabilities" as follows:

i) Financial assets

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in profit or loss. At September 30, 2018, the Company has not classified any financial assets as loans and receivables or available for sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

3. Significant accounting policies (cont'd)

ii) Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the fair value or estimated future cash flows of an asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

All impairment losses are recognized in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

iii) Financial liabilities

Financial liabilities comprise accounts payable and accrued liabilities. This instrument is classified as other financial liabilities measured at amortized cost using the effective interest rate method. Under this classification, all cash flows from this instrument are discounted, where material, to their present value. Over time, this present value is accreted.

Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the period. Estimates and assumptions are continuously evaluated and are based on managements' experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant assumptions about the future and other sources of estimated uncertainty that management has made as at the statement of financial position date that could result in a material adjustment to the carrying amount of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Accounting Estimates

Critical accounting estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities include, but are not limited to, the following:

- Recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make estimates in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of

3. Significant accounting policies (cont'd)

Significant accounting judgments, estimates and assumptions (cont'd)

the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the financial statements.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- **Going concern**

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund acquisition of assets or businesses and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

- **Treatment of research and development expenses**

The application of the Company's accounting policy for research and development expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Significant judgment is required to distinguish between the research and development phases. Estimates and assumptions may change if new information becomes available. If new information suggests future economic benefits are unlikely, the amount capitalized is written off to profit or loss.

Share capital

Common shares issued by the Company are classified as shareholders' equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' equity.

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated using the residual method whereby proceeds are allocated first to common shares based on the market trading price of the common shares, and any remaining balance is allocated to warrants.

Share-based payments

The Company accounts for share-based payments using a fair value based method with respect to all share-based payments measured and recognized, to directors, employees and non-employees. For

3. Significant accounting policies (cont'd)

Share-based payments (cont'd)

directors and employees, the fair value of the options is measured at the date of grant. For non-employees, the options are recorded at the fair value of the goods or services received. When the value of the goods or services received in exchange for the share-based payments cannot be reliably estimated, the fair value is measured using the Black-Scholes option pricing model. When options and warrants are exercised, the related amount in the options and warrants reserve is transferred to share capital. When options and warrants expire unexercised, such amounts are transferred to deficit.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are determined based on differences between financial statement carrying amounts of existing assets and liabilities, and their respective tax basis (temporary differences). Deferred income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantively enacted. The amount of deferred income tax assets recognized is limited to the amount of the benefit that is probable of being realized.

Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. The computation of diluted earnings (loss) per share assumes the exercise or contingent issuance of securities only when such exercise would have a dilutive effect on the earnings (loss) per share.

2,600,000 common shares outstanding as of September 30, 2018 are contingently cancellable and excluded from the calculation of the weighted average number of common shares outstanding.

New accounting standards and interpretations

Certain new accounting standards, amendments to standards and interpretations have been issued. These standards have been assessed to not have a significant impact on the Company's financial statements:

(a) IFRS 15 Revenue from Contracts with Customers

IFRS 15 contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New

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3. Significant accounting policies (cont'd)

New accounting standards and interpretations (cont'd)

estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The standard is effective for years beginning on or after January 1, 2018.

(b) IFRS 9, Financial Instruments

The final version of IFRS 9 was issued in July 2014 and includes (i) a third measurement category for financial assets – fair value through other comprehensive income; (ii) a single, forward-looking “expected loss” impairment model. The standard is effective for years beginning on or after January 1, 2018.

(c) IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for years beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

4. Cash and cash equivalents

The Company’s cash and cash equivalents is comprised of cash of \$408,647.

5. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are comprised of:

	2018
	\$
Accounts payable	123,294
Accrued liabilities	2,500
	<u>125,794</u>

6. Share capital

(a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Issued and outstanding:

As at September 30, 2018, the Company has 7,735,775 common shares outstanding, 2,600,000 of which

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6. Share capital (cont'd)

will be held in escrow and contingently cancellable.

During the period from October 17, 2017 (date of incorporation) to September 30, 2018:

The Company issued 2,600,000 common shares at a price of \$0.05 per common share for total proceeds of \$130,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrowed shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V, and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrowed shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Company does not receive final acceptance of a Qualifying Transaction and is delisted, the shares may be cancelled and the proceeds returned to the shareholders.

- 1) On March 15, 2018, the Company successfully completed its initial public offering of 5,000,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$500,000. Subject to the terms of an agency agreement entered into in connection with the Offering, the agents for the Offering received a cash commission equal to 10% of the gross proceeds raised by such agents, and agent's options ("Agent's Options") to purchase 500,000 common shares at an exercise price of \$0.10 per common share. The Agent's Options will expire 24 months from the date the common shares were listed on the TSXV, which was March 15, 2018.
- 2) On April 6, 2018, PI Financial Corp. (the "Agent") exercised 135,775 Agent's options for gross proceeds of \$13,577. \$6,417 was transferred to Share Capital from Agent's Option Reserve to recognize the fair value of the options exercised.

7. Stock options

On January 4, 2018, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

On March 15, 2018, the Company granted 760,000 stock options to officers and directors exercisable at a price of \$0.10 per share expiring five years from the date of grant. The fair value of the stock options granted was estimated using the Black-Scholes option-pricing model with the following weighted

average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of five years; and forfeiture rate of 0%. The fair value of the options was calculated

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7. Stock options (Cont'd)

at \$52,445, which was recognized during the period from October 17, 2017 (date of incorporation) to September 30, 2018 as share-based payment expense.

The options outstanding and exercisable at September 30, 2018 are as follows:

Number Outstanding and Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual (Years)
760,000	0.10	4.46

8. Agent's Options

On March 15, 2018, the Company granted 500,000 non-transferable Agent's Options. Fair value of the Agent's options granted was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of two years; and forfeiture rate of 0%. The fair value of the options was calculated at \$23,805, which was recognized as Agent's Option Reserve.

The Agent's Options outstanding and exercisable at September 30, 2018 are as follows:

	Quantity	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual (Years) (\$)
Balance, October 17, 2017	-	-	-
Issued, March 15, 2018	500,000	0.10	1.46
Exercised, April 6, 2018	(135,775)	0.10	-
Balance, September 30, 2018	364,225	0.10	1.46

9. Related party transactions

Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and directors. During the period from October 17, 2017 (date of incorporation) and September 30, 2018, there was no compensation paid to key management. Share-based payments for directors and officers for the period from October 17, 2017 (date of incorporation) to September 30, 2018 total \$52,445.

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9. Related party transactions (Cont'd)

During the period from October 17, 2017 and September 30, 2018, the Company paid legal fees of \$4,354 to a law firm in which one of the directors is a partner.

Included in accounts payable is \$2,704 due to officers and directors of the Company. These accounts are unsecured, non-interest bearing and due on demand.

10. Income taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2018
Loss for the period	\$ (281,828)
Expected income tax (recovery)	\$ (76,000)
Permanent differences	\$ 14,000
Share issue cost	(35,000)
Change in unrecognized deductible temporary differences	97,000
Total income tax expense (recovery)	\$ -

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2018
Deferred tax assets	
Share issue costs	\$ 28,000
Non-capital losses available for future period	69,000
	97,000
Unrecognized deferred tax assets	(97,000)
Net deferred tax assets	\$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2018	Expiry Date Range
Temporary differences		
Share issue costs	\$ 104,000	2019-2022
Non-capital losses available for future periods	\$ 255,000	2038
Canada	\$ 255,000	2038

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10. Income taxes(Cont'd)

Tax attributes are subject to review and potential adjustment by tax authorities.

11. Financial instruments and risk management

As at September 30, 2018, the Company's financial instruments comprise cash and accounts payable and accrued liabilities. The fair value of cash, accounts payable and accrued liabilities approximate its carrying value due to its short-term to maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

As at September 30, 2018, the fair value of cash held by the Company was classified as Level 1 of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset-backed commercial paper.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company believes that these sources are sufficient to cover the likely short-term cash requirements, but that further funding will be required to meet long-term requirements. As at September 30, 2018, the Company had a cash balance of \$408,647 to settle current liabilities of \$125,794. All of the Company's

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11. Financial Instruments and risk management (cont'd)

financial liabilities have contractual maturities of 30 days or are due on demand and subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

ii. Foreign currency risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has no assets or liabilities and has no revenue or expenses denominated in a foreign currency, so it is not exposed to foreign currency risk.

iii. Equity price risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

12. Capital management

Capital is comprised of items included in shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

The Company is not subject to any externally-imposed capital requirements.

13. Proposed Transaction

On April 14, 2018, the Company signed a letter of intent ("LOI") with cannÖgen Biosciences Inc. ("cannÖgen"), a privately held corporation existing under the laws of the state of Nevada, having respect to a proposed business combination between the Company and cannÖgen by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of cannÖgen.

The Qualifying Transaction is expected to proceed by way of a business combination pursuant to which cannÖgen will become a wholly-owned subsidiary of the Company, and as consideration therefore, the Company will issue and deliver up to 7,500,000 class "A" common shares ("Common Shares") of the Company.

Prior to the completion of the Transaction, the Company will complete a brokered private placement of 10,000,000 subscription receipts ("Subscription Receipts") at a price of \$0.50 per Subscription Receipt, for aggregate gross proceeds of \$5,000,000 (the "Offering"). Upon completion of the Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into one Common Share of the Company and one half of one Common Share purchase warrant of the Company. Each whole Common Share purchase warrant ("Warrant") will entitle the holder to acquire one Common Share at an exercise price of \$0.75 per Common Share for a period of two years from the date of issuance. The Warrants will also contain an accelerated expiry provision wherein if the Common Shares of the Company trade over \$1.00 on the TSXV, or on another recognized exchange, for a period of ten consecutive trading days, the Company may provide written notice to the holder that the Warrant will expire 30 days from the date of that notice. Subject to the terms of an agency agreement to be entered into in connection with the Offering, the agents for the Offering are expected to receive a cash commission equal to 7% of the gross proceeds raised by such agents and such number of broker warrants ("Broker Warrants"), that is equal to 7% of the number of Subscription Receipts sold by such broker. Each Broker Warrant will be exercisable to acquire one Common Share at a price of \$0.50 for a period of two years from the date of issuance. In connection with the Offering, the Company paid \$25,000 in deferred financing costs.

Upon completion of the Qualifying Transaction, it is the intention of the parties that the Resulting Issuer will continue to focus on the current business and affairs of cannÖgen and will be an industrial or Technology or Life Sciences Issuer listed on the TSXV.

APPENDIX B
MANAGEMENT'S DISCUSSION & ANALYSIS OF RMR

RMR SCIENCE TECHNOLOGIES INC.
4 – 3300 157A Street, Surrey, BC, Canada

Form 51-102F1

**Management’s Discussion & Analysis of Financial Condition and Results of Operations for the Financial
Period from October 17, 2017 (date of incorporation) to September 30, 2018**

Date: January 28, 2019

Management’s Discussion and Analysis

The following management discussion and analysis (MD&A) of the financial information of RMR Science Technologies Inc. (“RMR” or the “Company”) and results of operations should be read in conjunction with the Company’s financial statements for the period from October 17, 2017 (date of incorporation) to September 30, 2018. These documents are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and include the operating results of the Company.

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on January 28, 2019. The information contained within this MD&A is current to January 28, 2019.

The Company’s critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian Dollars unless noted otherwise.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as “believes”, “anticipates”, “expects”, “plans”, “may”, “estimates”, or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Overview

The Company was incorporated on October 17, 2017, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSXV”) Policy 2.4.

The principal business of the Company will be the identification and evaluation of assets or businesses with an intent to completing a qualifying transaction.

On March 14, 2018, the TSXV issued a bulletin listing the Common Shares as of market open on March 15, 2018 and immediately halted trading pending completion of closing of the Initial Public Offering (See “*Initial Public Offering*” below). The Common Shares resumed trading under the trading symbol “RMS.P” on March 19, 2018.

Additional information relating to the Company can be found on the SEDAR website at www.sedar.com.

Overall Performance

Qualifying Transaction

On April 14, 2018, the Company signed a letter of intent (“LOI”) with cannÖgen Biosciences Inc. (“cannÖgen”), a privately held Company existing under the laws of the state of Nevada, having respect to a proposed business combination between the Company and cannÖgen (the “Qualifying Transaction”) by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. The final structure of the Qualifying Transaction is subject to

receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of cannÖgen. During the period from October 17, 2017 (date of incorporation) to September 30, 2018, the Company advanced \$25,000 to cannÖgen as a non-refundable deposit to assist with the Qualifying Transaction costs.

The Qualifying Transaction is expected to proceed by way of a business combination pursuant to which cannÖgen will become a wholly-owned subsidiary of the Company, and as consideration therefore, the Company will issue and deliver up to 7,500,000 class "A" common shares ("Common Shares") of the Company at a deemed price of \$0.27 per Common Share, or at such other price as may be agreed to by the parties and the TSXV.

Prior to the completion of the Qualifying Transaction, the Company will complete a brokered private placement of 10,000,000 subscription receipts ("Subscription Receipts") at a price of \$0.50 per Subscription Receipt, for aggregate gross proceeds of \$5,000,000 (the "Offering"). Upon completion of the Qualifying Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into one Common Share of the Company and one half of one Common Share purchase warrant of the Company. Each whole Common Share purchase warrant ("Warrant") will entitle the holder to acquire one Common Share at an exercise price of \$0.75 per Common Share for a period of two years from the date of issuance. The Warrants will also contain an accelerated expiry provision wherein if the Common Shares of the Company trade over \$1.00 on the TSXV, or on another recognized exchange, for a period of ten consecutive trading days, the Company may provide written notice to the holder that the Warrant will expire 30 days from the date of that notice. Subject to the terms of an agency agreement to be entered into in connection with the Offering, the agents for the Offering are expected to receive a cash commission equal to 7% of the gross proceeds raised by such agents and such number of broker warrants ("Broker Warrants"), that is equal to 7% of the number of Subscription Receipts sold by such broker. Each Broker Warrant will be exercisable to acquire one Common Share at a price of \$0.50 for a period of two years from the date of issuance.

Upon completion of the Qualifying Transaction, it is the intention of the parties that the resulting issuer will continue to focus on the current business and affairs of cannÖgen and will be an industrial or Technology or Life Sciences Issuer listed on the TSXV.

On September 10, 2018 the Company announced that it has engaged Canaccord Genuity Corp. ("Canaccord Genuity") as lead agent and sole bookrunner in connection with a commercially reasonable efforts private placement of up to 10,000,000 subscription receipts (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt (the "Issue Price") to raise gross proceeds of a minimum of \$3,000,000 up to a maximum of \$5,000,000 (the "Offering").

Upon completion of the Qualifying Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into one common share of RMR and one half of one common share purchase warrant of RMR (each whole common share purchase warrant a "Warrant"). Each Warrant shall entitle the holder to acquire one common share at an exercise price of \$0.75 per common share for a period of two years from the date of issuance.

Initial Public Offering

On March 15, 2018, the Company successfully completed its initial public offering of 5,000,000 Common Shares of the Company at a price of \$0.10 per Common Share for gross proceeds of \$500,000 (the "IPO"). PI Financial Corp. (the "Agent") acted as the Agent for the IPO and in connection therewith, the Company granted the Agent non-transferable options (the "Agent's Options") which entitle the Agent to purchase 500,000 Common Shares at an exercise price of \$0.10 per Common Share. The Agent's Options will expire 24 months from the date the Common Shares were listed on the TSXV, which was March 15, 2018. In connection with the IPO, the Agent also received a cash commission equal to 10% of the gross proceeds of the IPO, a corporate finance fee and was reimbursed for its legal fees and reasonable expenses, totaling \$73,440. Net proceeds of the IPO were \$426,560.

Stock Options and Agent's Options

On March 15, 2018, the Company granted options to acquire an aggregate of 760,000 Common Shares at an exercise price of \$0.10 per Common Share to directors and officers of the Company, which will expire five years from the date of grant, vesting immediately. The fair value of the stock options granted was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of five years; and forfeiture rate of 0%. The fair value of the options was calculated at \$52,445, which was recognized during the period from October 17, 2017 (date in corporation) to September 30, 2018 as share-based payment expense.

On March 15, 2018, the Company granted 500,000 non-transferable stock options to the Agent (“Agent Options”) at an exercise price of \$0.10 per Common Share. The Agent’s Options will expire 24 months from the date the Common Shares were listed on the TSXV, which was March 15, 2018. The fair value of the stock options granted was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions: risk free interest rate of 2.06%; expected dividend rate of 0%; expected volatility of 88%; expected life of two years; and forfeiture rate of 0%. The fair value of the options was calculated at \$23,805, which was recognized as Agent’s Option Reserve during the current period.

On April 6, 2018, the Agent exercised 135,775 Agent’s options for gross proceeds of \$13,577. \$6,417 was transferred to Share Capital from Agent Option Reserve to recognize the fair value of the options exercised.

Financial Position

The condensed statement of financial position as at September 30, 2018 indicates a cash position of \$408,647.

Prepaid expenses associated with the Qualifying Transaction are \$25,000.

Current liabilities at September 30, 2018 total \$125,794: Legal fees of \$119,519; marketing and promotion of \$1,071; travel and entertainment of \$2,677; general office and administration \$27; and transfer agent fees of \$2,500.

Shareholders’ equity is comprised of share capital of \$519,848, option reserves of \$69,833 and an accumulated deficit of \$281,828.

As at September 30, 2018, the Company had working capital of \$307,853.

The weighted average number of Common Shares outstanding, basic and diluted, as at September 30, 2018 was 5,371,357.

Results of Operations

During the period from October 17, 2019 (date of incorporation) to September 30, 2018, the Company reported a net loss of \$281,828 (\$0.05 basic and diluted loss per share).

Summary of Quarterly Results

The following table presents selected quarterly financial information of the Company for the three completed quarters of operation (Q1 covers the period from October 17, 2017 (date of incorporation) to December 31, 2017) prepared in accordance with IFRS and expressed in Canadian Dollars.

	2018			
	Q4	Q3	Q2	Q1
	\$	\$	\$	\$
Revenue	-	-	-	-
Net loss and comprehensive loss	101,791	70,656	64,437	44,944
Basic and diluted Loss per share	0.05	0.03	0.14	-

Share-based payments impacts expenses and net and comprehensive loss as follows: Q2 2018: \$52,445.

The Company’s significant accounting policies are set out in Note 3 of the audited financial statements for the period from October 17, 2017 (date of incorporation) to September 30, 2018.

Analysis of Quarterly Results

For the period:		October 17, 2017 to September 30, 2018	Three months ended September 30, 2018
	Notes	\$	\$
General and administrative expenses			
Bank service charges		745	397
General office and administration		1,153	1,153
Marketing and promotion	a)	5,394	174
Professional fees	b)	153,208	86,618
Share-based payments	c)	52,445	-
Transaction costs	d)	25,000	-
Transfer agent, listing and filing fees	e)	41,434	11,000
Travel and entertainment	f)	2,449	2,449

- a) Marketing and promotion – fees for press releases and printing costs
- b) Professional fees to September 30, 2018 consist of legal fees of \$147,853 and accounting fees of \$5,355 incurred as a result of prospectus filing, the IPO and the Qualifying Transaction.
- c) Share-based payments – recognizes the fair value of the grant of stock options on March 15, 2018.
- d) Transaction costs - during the period from October 17, 2017 (date of incorporation) to September 30, 2018, the Company advanced \$25,000 to cannOgen as a non-refundable deposit to assist with Qualifying Transaction costs. (See “Overall performance – Proposed transaction” above)
- e) Transfer agent, listing and filing fees – fees incurred for prospectus filing as well as the IPO.

Liquidity & Capital Resources

The Company has financed its operations to date through the issuance of Common Shares.

	September 30, 2018
Working capital	\$ 307,853
Deficit	\$ 281,828

During the period from October 17, 2017 (date of incorporation) to September 30, 2018, net cash used in operating activities was \$128,589, comprised of a loss of \$281,828, net of share-based payments of \$52,445, prepaid expenses of \$25,000 and an increase in accounts payable and accrued liabilities of \$125,794.

Cash from financing activities was \$537,236 which is comprised of shares issued for cash of \$643,577 less share issuance costs of \$106,341.

The Company does not expect its current capital resources to be sufficient to cover its operating costs and future research and development expenditures through the next twelve months. As such, the Company will seek to raise additional capital and believes it will be able to do so, but recognizes the uncertainty attached thereto. If the Company is unable to obtain additional financing, management may be required to further curtail certain discretionary expenses. Funding requirements may vary from those planned due to a number of factors, including the progress on research and development initiatives.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

Related Party Transactions

During the period from October 17, 2017 (date of incorporation) to September 30, 2018, the Company was invoiced legal fees of \$4,354 by a law firm in which one of the directors is a partner. Share-based payments for directors and officers for the period from October 17, 2017 (date of incorporation) to September 30, 2018 total \$52,445. Included in accounts payable is \$2,704 due to officers and directors of the Company.

Proposed Transactions

All current transactions are fully disclosed in the condensed interim financial statements for the period from October 17, 2017 (date of incorporation) to September 30, 2018.

Accounting Standards Not Yet Implemented

Certain new accounting standards, amendments to standards and interpretations have been issued. These standards have been assessed to not have a significant impact on the Company's financial statements:

(a) IFRS 15 Revenue from Contracts with Customers

IFRS 15 contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The standard is effective for years beginning on or after January 1, 2018.

(b) IFRS 9, Financial Instruments

The final version of IFRS 9 was issued in July 2014 and includes (i) a third measurement category for financial assets – fair value through other comprehensive income; (ii) a single, forward-looking “expected loss” impairment model. The standard is effective for years beginning on or after January 1, 2018.

(c) IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for years beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

Financial Instruments & Other Instruments

(a) Fair values

Financial instruments recognized at fair value on the consolidated statements of financial position must be classified in one of the following three fair value hierarchy levels:

Level 1 – measurement based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities;

Level 2 – measurement based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability; or

Level 3 – measurement based on inputs that are not observable (supported by little or no market activity) for the asset or liability.

As at September 30, 2018, the Company's financial instruments are comprised of cash and cash equivalents and accounts payable and accrued liabilities. With the exception of cash and cash equivalents and accounts receivables, all financial instruments held by the Company are measured at amortized cost.

(b) Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company limits its exposure to credit loss by placing its cash and cash equivalents and short-term investments with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) 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 approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

At September 30, 2018, the Company had cash and cash equivalents of \$408,647 available to apply against short-term business requirements and current liabilities of \$125,794. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of September 30, 2018.

(d) Other price risk

Other price risk is the risk that future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

Changes in Accounting Policies

The Company has not made any changes to accounting policies during the period from October 17, 2017 (date of incorporation) to September 30, 2018. Refer to note 3 in the audited financial statements for the period from October 17, 2017 (date of incorporation) to September 30, 2018. Certain pronouncements were issued by the IASB that are mandatory for annual years beginning after December 1, 2018. The changes have not been early adopted are being evaluated to determine if there will be an impact on the Company.

Risks and Uncertainties

The following are risk factors associated with the Company:

- a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;
- b) investment in the Common Shares of the Company highly speculative given the proposed nature of the Company's business and its present stage of development;
- c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.
- d) there can be no assurance that an active and liquid market for the Company's Common Shares exists and an investor may find it difficult to resell its Common Shares;
- e) until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- f) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;

- g) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;
- h) completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the TSXV and, in the case of a Non Arm's Length Qualifying Transaction (as such term is defined in the policies of the TSXV) , Majority of the Minority Approval (as such term is defined in the policies of the TSXV);
- i) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the Common Shares;
- j) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares was halted and will remain halted for an indefinite period of time, typically until a Sponsor (as such term is defined in the policies of the TSXV) has been retained and certain preliminary reviews have been conducted. The Common Shares will be reinstated to trading before the TSXV has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction;
- k) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Company to submit documents to the TSXV in the time periods required;
- l) the TSXV will generally suspend trading in the Company's Common Shares or delist the Company in the event that the TSXV has not issued a Final Exchange Bulletin within 24 months from the date of listing;
- m) neither the TSXV nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- n) in the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts. A director of the Company currently resides outside of Canada;
- o) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to an investor, which dilution may be significant and which may also result in a change of control of the Company; and
- p) subject to prior acceptance by the TSXV, the Company may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Company will be able to recover that loan.

As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

Other MD&A Requirements

Information available on SEDAR

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website – www.sedar.com.

Disclosure by Venture Issuer

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates.

Outstanding Share Data

Common Shares issued and outstanding as at September 30, 2018 are described in detail in Note 6 to the audited financial statements for the period from October 17, 2017 (date of incorporation) to September 30, 2018.

As at the date of this document, January 28, 2019, the Company had the following number of securities outstanding:

Number of Shares	\$	Number of Options	Exercise Price (\$)	Expiry Date
7,735,775	519,848			
		760,000	0.10	March 15, 2023
		364,225	0.10	March 15, 2020

APPENDIX C
FINANCIAL STATEMENTS OF CANNÖGEN

CANNOGEN BIOSCIENCES, INC
DECEMBER 31, 2018

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INDEPENDENT AUDITOR'S REPORT

To the Director of
cannögen Biosciences, Inc.

Opinion

We have audited the accompanying financial statements of cannögen Biosciences, Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2018 and December 31, 2017, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the year ended December 31, 2018 and the period from incorporation on November 21, 2017 to December 31, 2017, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the year ended December 31, 2018 and the period from incorporation on November 21, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards ("IFRS").

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 audit 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes 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 audit 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 audit, 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, 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 IFRS, 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 audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 Grant P. Block.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

May 30, 2019

CANNOGEN BIOSCIENCES, INC.
STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN U.S. DOLLARS)

As at	December 31, 2018	December 31, 2017
ASSETS		
Cash	40,547	\$ 10,500
Total Assets	\$ 40,547	\$ 10,500
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
LIABILITIES		
Accounts payable and accrued liabilities	\$ 28,026	\$ 2,000
Convertible loans (Note 4)	203,549	-
Loans from director (Note 6)	102,600	10,500
Total Liabilities	334,175	12,500
SHAREHOLDERS' DEFICIENCY		
Share capital	7,500	-
Deficit	(301,128)	(2,000)
Total Shareholders' Deficiency	(293,628)	(2,000)
Total Liabilities and Shareholders' Deficiency	\$ 40,547	\$ 10,500

Nature of operations and going concern (Note 1)

Approved on behalf of the Board on May 28, 2019 _____:

“Edward Larry McCleary”

Director

The accompanying notes are an integral part of the financial statements.

CANNOGEN BIOSCIENCES INC
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN U.S. DOLLARS)

	FOR THE YEAR ENDED DECEMBER 31, 2018	FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017
Expenses		
Accounting	\$ 3,685	\$ 2,000
Advertising	71,881	-
Interest and bank charges	2,096	-
Government fees	725	-
Legal fees	50,376	-
License fees	88,498	-
Marketing	29,016	-
Office supplies	107	-
Research expenses	50,000	-
Travel	2,000	-
Foreign exchange	744	-
	<hr/>	<hr/>
Total operating expenses	299,128	2,000
	<hr/>	<hr/>
Net loss and comprehensive loss for the period	\$ (299,128)	\$ (2,000)
Basic and diluted loss per common share	\$ (0.04)	\$ -
Weighted average number of common shares outstanding	6,881,868	-

The accompanying notes are an integral part of the financial statements.

CANNOGEN BIOSCIENCES INC
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

	<u>Number of Shares</u>	<u>Share Capital</u>	<u>Contributed Surplus</u>	<u>Deficit</u>	<u>Shareholders' Deficiency</u>
BALANCE AT INCEPTION, NOVEMBER 21, 2017	-	\$ -	\$ -	\$ -	\$ -
Net loss for the period	-	-	-	(2,000)	(2,000)
BALANCE, DECEMBER 31, 2017	-	\$ -	\$ -	\$ (2,000)	\$ (2,000)
Shares issued, January 31, 2018	7,500,000	7,500	-	-	7,500
Net loss for the year	-	-	-	(299,128)	(299,128)
BALANCE, DECEMBER 31, 2018	<u>7,500,000</u>	<u>\$ 7,500</u>	<u>\$ -</u>	<u>\$ (301,128)</u>	<u>\$ (293,628)</u>

The accompanying notes are an integral part of the financial statements.

**CANOGEN BIOSCIENCES INC.
STATEMENTS OF CASH FLOWS
(EXPRESSED IN U.S. DOLLARS)**

	FOR THE YEAR ENDED DECEMBER 31, 2018	FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (299,128)	\$ (2,000)
Items not involving cash:		
Foreign exchange	744	-
Accrued interest	1,396	-
Changes in non-cash working capital items:		
Accounts payable	26,026	2,000
Net Cash Used by Operating Activities	(270,962)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Directors loan	(1,500)	10,500
Proceeds from convertible note	201,409	-
Directors loan advance	101,100	-
Net Cash Provided by Financing Activities	301,009	10,500
Increase in Cash	30,047	10,500
CASH, Beginning of Period	10,500	-
CASH, End of Period	\$ 40,547	\$ 10,500
NON-CASH FINANCING ACTIVITY:		
Shares issued to settle loan	\$ 7,500	\$ -

The accompanying notes are an integral part of the financial statements.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

1. Nature of Operations and Going Concern:

Cannogen Biosciences, Inc. (the “Company”) was incorporated on November 21, 2017, under the laws of the State of Nevada. The Company is an intellectual property holding company for the development, manufacture, and sale of health composition products and medical food products in capsule, beverage, and spray form for both humans and pets. The Company’s corporate head office is located at 481 Alpine View Dr., Incline Village, NV, USA 89451.

The Company entered into agreements for the activation of five licenses contingent on completion of a public offering /acquisition in Canada of at least CDN\$2.5 million (the “License Rights” and/or “Options”). These Options will enable the Company to acquire certain licenses that will be integral to the Company’s business and the acquisition is contingent upon completion of the public offering/acquisition, The Company acquired these Options for no consideration. Two licenses are with the sole director of the Company and a company owned by this director for patents, media assets and trademarks relating to the manufacture and sale of “Health and Medical Food” products. Three licenses are with an arm’s length party for pending patents relating to soluble biomass technology, soluble minerals technology and intellectual property relating to specialized liquid capsule technology.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operations as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Currently, the Company has a working capital deficiency of \$293,628 (2017 - \$2,000), deficit of \$301,128 (2017 - \$2,000), and negative cash flows from operations of \$270,962 (2017 - \$nil). In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

During the year ended December 31, 2018, the Company’s principal focus was preparing its products to be “market ready” for sales. This included research related to intellectual property and further development of products for sale that are based on formulations derived from the patents, products and processes that will be available to Company following the TSX-V Qualifying Transaction. . On April 14, 2018, the Company signed a letter of intent (“LOI”) with RMR Science Technologies Inc. (“RMR”), a Canadian public company, with respect to a proposed business combination between the Company and RMR by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in the Company becoming a wholly-owned subsidiary of RMR, or otherwise combining its corporate existence with that of RMR. This transaction will constitute as RMR’s Qualifying Transaction. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and RMR. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of the Company. As consideration thereof, RMR will issue and deliver up to 7,500,000 class “A” common shares (“Common Shares”) of RMR to the shareholders of the Company. During the year ended December 31, 2018, the Company received \$18,908 from RMR as a non-refundable deposit to pay for certain costs.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

2. Basis of Presentation:

(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”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

(b) Basis of Measurement

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at their fair values at the end of each reporting period. In addition, these financial statements have

been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

3. Significant Accounting Policies

(a) Functional and Presentation Currency

These financial statements are presented in United States dollars, which is the functional currency of the Company.

Financial Instruments – Recognition and Measurement

(i) Financial Assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to measure the investments at FVOCI whereby subsequent changes in the investment’s fair value are recorded in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. The Company’s cash is classified and measured at amortized cost.

(ii) Impairment of financial assets

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

3. Significant Accounting Policies (continued)

(ii) Impairment of financial assets (continued)

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(iii) Financial Liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All

financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities, the debt host component of the convertible loans and loans from director are classified and measured at amortized cost.

As at December 31, 2018, the Company does not have any derivative financial liabilities.

Embedded Derivatives

Embedded derivatives are contained in non-derivative host contracts and are treated as separate derivatives when they meet the definition of a derivative, and their risks and characteristics are not closely related to those of the host contracts. Embedded derivatives are recorded at fair market value with mark-to-market adjustments recorded in profit or loss.

Share Capital

Common shares issued by the Company are classified as shareholders' equity/deficiency. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' deficiency.

Proceeds received on the issuance of units, consisting of common shares, are allocated using the residual value method whereby proceeds are allocated first to common shares based on the market trading price of the common shares, and any remaining balance is allocated to additional paid in capital.

Income Taxes

Current income tax

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred income tax

Deferred income tax is provided for, based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

3. Significant Accounting Policies (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 by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. The computation of diluted earnings (loss) per share assumes the exercise or contingent issuance of securities only when such exercise would have a dilutive effect on the earnings (loss) per share.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the period. Estimates and assumptions are continuously evaluated and are based on managements' experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant assumptions about the future and other sources of estimated uncertainty that management has made as at the statement of financial position date that could result in a material adjustment to the carrying amount of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Accounting Estimates

Critical accounting estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities include, but are not limited to, the following:

- Recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make estimates in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the financial statements.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
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FOR THE YEAR ENDED DECEMBER 31, 2018 AND
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3. Significant Accounting Policies (continued)

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned research and development programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

- Treatment of research and development expenses

The application of the Company's accounting policy for research and development expenditures require judgment in determining whether it is likely that the future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Significant judgment is required to distinguish between the research and development phases. Estimates and assumptions may change if new information becomes available. If new information suggests future economic benefits are unlikely, the amount capitalized is written off to profit or loss.

Intangible Assets

Intangible assets of the Company include License Agreements for the exclusive use of specified brands, trademarks, patents, formulations and other intellectual property acquired from third parties, and is recorded at cost less accumulated amortization and accumulated impairment losses. Initial acquisition cost is based on the fair value of the consideration paid or payable and will be amortized on a straight-line basis over the estimated useful life of the underlying technologies with finite lives. The Company reviews the estimated useful lives and carrying values of its technology rights and patents as part of its periodic assessment for impairment of non-financial assets.

The carrying value for intangible assets does not necessarily reflect present or future value and the ultimate amounts recoverable will be dependent upon the successful development and commercialization of products based on these underlying technologies.

Research and Development Costs

Research costs, including costs for new patents and patent applications, are expensed in the period in which they are incurred. Development costs are expensed in the period in which they are incurred unless certain criteria, including technical feasibility, commercial feasibility, intent and ability to develop and use the technology, are met for deferral and amortization. No development costs have been deferred to date.

CANNOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
FOR THE YEAR ENDED DECEMBER 31, 2018 AND
FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

3. Significant Accounting Policies (continued)

New Accounting Standards and Interpretations

Certain new accounting standards, amendments to standards and interpretations have been issued. These standards have been assessed to not have a significant impact on the Company's financial statements:

(a) IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as required by IAS 17 and instead introduces a single lessee accounting model. The standard is mandatory for years beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

4. Convertible Loans

On August 30, 2018, the Company entered into convertible promissory notes with several arms' length parties whereby it was loaned \$201,409 (CDN \$275,000). The convertible promissory notes bear interest at 2% per annum, are unsecured and mature on August 31, 2019. Upon the completion of the Company's proposed business combination with RMR Science Technologies Inc. ("RMR"), the loaned amounts will be automatically converted into shares of the Company at the conversion price at 20% discount to the RMR offering and will be converted at a 25.45% premium to the loaned amounts. Each unit converted will comprise one common share in the capital of the Company and one half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder thereof to acquire one common share at an exercise price of \$0.75CAD per common share, or its USD equivalent, for a period of two years from the date of issuance and such warrants will contain a provision wherein the warrants automatically convert into warrants of RMR, with substantially the same terms, upon completion of the business combination.

The convertible promissory notes have been classified as a liability as the inherent derivative (the conversion feature) is for conversion of debt units into a variable number of shares, dependent on the conversion price at the date of the Company's proposed business combination with RMR.

The following is a continuity of convertible loans:

Debenture, beginning of period	\$ -
Additions	201,409
Interest	1,396
Foreign exchange	744
	<u>\$ 203,549</u>

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5. Share Capital

(a) Authorized Share Capital

The authorized share capital of the Company consists of 20,000,000 of common shares with \$0.001 par value.

(b) Issued and Outstanding

During the year ended December 31, 2018, the Company issued 7,500,000 common shares to settle a related party loan of \$7,500.

During the period from date of inception on November 28, 2017 to December 31, 2017, there were no share transactions.

6. Related Party Transactions

Loans from Director

As of December 31, 2017, the Company had \$10,500 in loans from a director. On January 31, 2018, \$7,500 in loans were settled with the issuance of 7,500,000 common shares with a value of \$7,500. As of December 31, 2018, the Company had \$102,600 in loans from a director. These loans are unsecured, non-interest bearing and have no fixed terms of repayment.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members. During the period ended December 31, 2018, there was no compensation paid to key management.

7. Financial Instruments and Risk Management

As of December 31, 2018, the Company's financial instruments are comprised of cash, accounts payable and accrued liabilities, convertible loans, and loans from director. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and

Level 3 – Inputs that are not based on observable market data.

The carrying values of cash, accounts payable and accrued liabilities, convertible loans, and loans from director approximate fair values due to the relatively short-term maturities of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset-backed commercial paper.

CANOGEN BIOSCIENCES, INC.
NOTES TO FINANCIAL STATEMENTS
(EXPRESSED IN U.S. DOLLARS)
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FOR THE PERIOD FROM INCEPTION (NOVEMBER 21, 2017) TO DECEMBER 31, 2017

7. Financial Instruments and Risk Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As of December 31, 2018, the Company had a cash balance of \$40,547 to settle current liabilities of \$334,175.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest Rate Risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no variable interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant. The convertible debt carries a fixed interest rate at 2% per annum.

ii. Foreign Currency Risk

Foreign currency risk arises from fluctuations in foreign currencies versus the United States dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company's convertible loans are denominated in Canadian dollars, so the Company is exposed to foreign currency risk. A 10% increase in foreign exchange rate would have an effect on net loss of approximately \$19,000 (2017 - \$nil).

8. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2018	2017
Loss for the period	\$ (299,128)	\$ (2,000)
Expected income tax (recovery)	(81,000)	(1,000)
Change in statutory, foreign tax, foreign exchange rates and other	18,000	-
Change in unrecognized deductible temporary differences	63,000	1,000
Total income tax expense (recovery)	\$ -	\$ -

CANOGEN BIOSCIENCES, INC.
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8. Income Taxes (continued)

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2018	2017
Deferred tax assets (liabilities)		
Non-capital losses available for future period	\$ 63,000	\$ 1,000
	\$ 63,000	\$ 1,000
Unrecognized deferred tax assets	(63,000)	(1,000)
Net deferred tax assets	\$ -	\$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2018	Expiry Date Range	2017	Expiry Date Range
Temporary Differences				
Non-capital losses available for future periods - USA	\$ 301,000	2038	\$ 4,000	2037

APPENDIX D

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CANNÖGEN

CANNOGEN BIOSCIENCES, INC.

774 Mays Blvd.
10219 Incline Village
NV USA, 20151

[Prepared to Conform to Form 51-102F1]

**Management's Discussion & Analysis of Financial Condition and Results of Operations for the Year
Ended December 31, 2018**

(Expressed in U.S. Dollars unless otherwise noted)

Date: May 30, 2019

Management's Discussion and Analysis

The following management discussion and analysis (“**MD&A**”) of the financial information of CANNOGEN BIOSCIENCES, INC. (the “**Company**”) and results of operations should be read in conjunction with the Company’s audited annual financial statements for the year ended December 31, 2018. These documents are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The audited annual financial statements are prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and include the operating results of the Company.

This MD&A was reviewed, approved and authorized for issue by the Board of Directors on May 30, 2019. The information contained within this MD&A is current to May 30, 2019.

The Company’s critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian Dollars unless noted otherwise.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as “believes”, “anticipates”, “expects”, “plans”, “may”, “estimates”, or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Overview

The Company was incorporated on November 21, 2017 pursuant to the laws of the State of Nevada, USA. The registered and records office as well as the head office is located at 774 Mays Blvd., Incline Village, Nevada, USA 89451. The Company has no subsidiaries, is not a reporting issuer in any province or territory of Canada and the Company common shares are not listed for trading on any exchange. To date, Company has not conducted an operational business but holds technology, patent and product licenses; subject to the completion of a qualifying transaction (“**Qualifying Transaction**”).

The Company intends to develop, produce, market and sell science-based health and medical products aimed at health-conscious adults and their pets to address a broad spectrum of physical conditions, which are engineered using patented processes and product compositions that combine nutrients and other active ingredients in a highly bioavailable form. The main product lines of the Company will be: (i) health composition products, (ii) pH beverage products, (iii) medical food compositions and (iv) pet health products. Operations will commence with the completion of a proposed business combination between RMR Science Technologies, Inc. (“**RMR**”) and the Company.

Overall Performance

Qualifying Transaction

On April 14, 2018, the Company signed a letter of intent (“**LOI**”) with RMR to complete a Qualifying Transaction by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in Company becoming a wholly-owned subsidiary of RMR, or otherwise combining its corporate existence with that of RMR. The final structure of the Qualifying Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and RMR. Upon completion of the Qualifying Transaction, the combined entity will continue to carry on the business of the Company.

On August 30, 2018, the Company entered into convertible promissory notes with several arms’ length parties whereby it was loaned \$201,409. The convertible promissory notes bear interest at 2% per annum, are unsecured and mature on August 31, 2019. Upon the completion of the Company’s proposed business combination with RMR, the loaned amounts will be automatically converted into shares of the Company at the conversion price at 20% discount to the RMR offering and will be converted at a 25.45% premium to the loaned amounts. Each unit converted will comprise one common share in the capital of the Company and one half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder thereof to acquire one common share at an exercise price of CAD\$0.75 per common share, or its USD equivalent, for a period of two years from the date of issuance and such warrants will contain a provision wherein the warrants automatically convert into warrants of RMR with substantially the same terms upon completion of the Qualifying Transaction.

Financial Position

The statements of financial position as at December 31, 2018 indicate a cash position of \$40,547 (November 21, 2017 (date of incorporation) to December 31, 2017: \$10,500).

Current liabilities at December 31, 2018 are: \$334,175 (December 31, 2017: \$12,500) comprising legal fees payable of \$26,026 (December 31, 2017: \$nil), related party loan of \$102,600 (December 31, 2017: \$12,500), convertible loans of \$201,409 (December 31, 2017: \$nil), accrued accounting fees payable of \$2,000 (December 31, 2017: \$2,000) and accrued interest payable of \$2,140. Please refer to “*Overall Performance – Qualifying Transaction*” above.

Shareholders’ equity is comprised of share capital of \$7,500 (November 21, 2017 (date of incorporation) to December 31, 2017: \$nil).

As at December 31, 2018, the Company had a working capital deficit of \$293,628 (December 31, 2017: \$2,000).

Results of Operations

During the year ended December 31, 2018, the Company reported a net loss of \$299,128 (November 21, 2017 (date of incorporation) to December 31, 2017: \$2,000).

Summary of Quarterly Results

The Company was not a public company operating entity during the relevant quarterly periods.

Analysis of results for:	Year Ended December 31, 2018	Period from November 21, 2017 (date of incorporation) to December 31, 2017
	\$	\$
Accounting	3,685	2,000
Advertising	71,881	-
Bank charges and interest	2,096	-
Government fees	725	-
Legal fees	50,376	-
License fees	88,498	-
Marketing	29,016	-
Office supplies	107	-
Research	50,000	-
Travel	2,000	-
Foreign exchange	744	-

The Company was incorporated on November 21, 2017, resulting in only accounting fees incurred during fiscal 2017.

Liquidity & Capital Resources

During the year ended December 31, 2018, net cash used in operating activities was \$270,962, (November 21, 2017 (date of incorporation) to December 31, 2017: \$2,000) comprised of a loss of \$299,128, (November 21, 2017 (date of incorporation) to December 31, 2017: \$2,000) offset by non-cash items of foreign exchange of \$744 (November 21, 2017 (date of incorporation) to December 31, 2017: \$nil) and accrued interest of \$1,396, (November 21, 2017 (date of incorporation) to December 31, 2017: \$nil) and an increase in accounts payable of \$26,026 (November 21, 2017 (date of incorporation) to December 31, 2017: \$2,000).

Net cash provided by financing activities was \$301,009 (November 21, 2017 (date of incorporation) to December 31, 2017: \$10,500) comprised of a related party loan of \$102,600 (November 21, 2017 (date of incorporation) to December 31, 2017: \$10,500) and proceeds of convertible notes of \$201,409 (November 21, 2017 (date of incorporation) to December 31, 2017: \$nil), offset by repayment of related party loan of \$1,500 (November 21, 2017 (date of incorporation) to December 31, 2017: \$nil).

The Company does not expect its current capital resources to be sufficient to cover its operating costs and future research and development expenditures through the next twelve months. As such, the Company will seek to raise additional capital through the RMR Qualifying Transaction and believes it will be able to do so, but recognizes the uncertainty attached thereto. If the Company is unable to obtain additional financing, management may be required to further curtail certain discretionary expenses. Funding requirements may vary from those planned due to a number of factors, including the progress on research and development initiatives.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

Related Party Transactions

During the year ended December 31, 2018, Company entered contingent license arrangements with Larry McCleary, M.D. (a member and interest holder in Vitexxa, LLC which is a shareholder of Company and Vitexxa, LLC which is a shareholder of Company). Additionally, there are outstanding loan agreements between Company and Vitexxa, LLC in the amount of \$99,600.

Proposed Transactions

All current transactions are fully disclosed in the condensed interim financial statements for year ended December 31, 2018.

Accounting Standards Not Yet Implemented

Certain new accounting standards, amendments to standards and interpretations have been issued. These standards have been assessed to not have a significant impact on the Company's financial statements:

(a) IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for years beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

Financial Instruments & Other Instruments

As of December 31, 2018, the Company's financial instruments are comprised of cash, accounts payable and accrued liabilities, convertible loans, and loans from director. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The carrying values of cash, accounts payable and accrued liabilities, convertible loans, and loans from director approximate fair values due to the relatively short-term maturities of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset-backed commercial paper.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As of December 31, 2018, the Company had a cash balance of \$40,547 to settle current liabilities of \$334.175.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest Rate Risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no variable interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant. The convertible debt carries a fixed interest rate at 2% per annum.

(b) Foreign Currency Risk

Foreign currency risk arises from fluctuations in foreign currencies versus the United States dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company's convertible loans are denominated in Canadian dollars, so the Company is exposed to foreign currency risk. A 10% increase in foreign exchange rate would have an effect on net loss of approximately \$19,000 (2017 - \$nil).

Changes in Accounting Policies

The Company has not made any changes to accounting policies during the year ended December 31, 2018. Certain pronouncements were issued by the IASB that are mandatory for annual years beginning after December 1, 2018. The changes have not been early adopted are being evaluated to determine if there will be an impact on the Company.

Risks and Uncertainties

The following are risk factors associated with the Company:

- (a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;
- (b) investment in the Common Shares of the Company is highly speculative given the proposed nature of the Company's business and its present stage of development;
- (c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) regarding the proposed Qualifying Transaction with RMR, there can be no assurance that the Company will be able to successfully complete the transaction.

Other MD&A Requirements

The Company is not public.

Disclosure by Company

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates.

Outstanding Share Data

As at the date of this document, May 30, 2019, the Company had the following number of securities outstanding:

Number of Shares	\$	Number of Options	Exercise Price (\$)	Expiry Date
7,500,000	7,500	None	Not Applicable	Not Applicable

APPENDIX E

PRO FORMA FINANCIAL STATEMENTS FOR THE RESULTING ISSUER

May 17, 2019

RMR Science Technologies Inc.

Pro forma Consolidated Financial Statement

(Unaudited)

(Expressed in Canadian Dollars)

RMR Science Technologies Inc.
Pro forma Consolidated Statement of Financial Position
(Unaudited)
(Expressed in Canadian Dollars)

	RMR Science Technologies Inc. December 31, 2018	cannÖgen Biosciences, Inc. December 31, 2018	Pro forma Adjustments	Note	Pro forma Consolidated
ASSETS					
Current assets					
Cash	\$ 361,003	\$ 55,266	\$ 3,000,000 (385,000) (240,000)	3(b) 3(b) 3(a)	\$ 2,791,269
Prepaid expenses	66,053	-	(66,053)	3(b)	-
	427,056	55,266	2,308,947		2,791,269
Non-current assets					
Intangible assets	\$ -	\$ -	\$ 3,400,214	3(a)	3,400,214
	\$ 427,056	\$ 55,266	\$ 5,709,161		\$ 6,191,483
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payable and accrued liabilities	\$ 208,039	\$ 38,199	\$ -		\$ 246,238
Convertible loans	-	277,437	(277,437)	3(c)	-
Loan from directors	-	139,844	-		139,844
	\$ 208,039	\$ 455,480	\$ (277,437)		\$ 386,082
SHAREHOLDERS' EQUITY					
Share capital	\$ 519,848	\$ 10,223	\$ (10,223) 2,467,947 3,000,000 277,437 (2,437)	3(a) 3(b) 3(a) 3(c) 3(c)	6,262,795
Share-based payment reserve	69,833	-	81,000 58,000	3(b) 3(d)	208,833
Deficit	(370,664)	(390,248)	152,685 (58,000)	3(a) 3(d)	(666,227)
Other comprehensive loss		(20,189)	20,189	3(a)	
	219,017	(400,214)	5,986,598		5,805,401
	\$ 427,056	\$ 55,266	\$ 5,709,161		\$ 6,191,483

RMR SCIENCE TECHNOLOGIES INC.
Notes to the Pro forma Consolidated Financial Statement
December 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

1. BASIS OF PRESENTATION

RMR Science Technologies Inc. (the “Company” or “RMR”) was incorporated on October 17, 2017, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSXV”) Policy 2.4.

The accompanying unaudited pro forma consolidated statement of financial position has been prepared by the management of the Company for inclusion in the filing statement of the Company dated May 30, 2019 (the “Filing Statement”) with respect to the proposed acquisition (the “Acquisition”) of all the issued and outstanding common shares of cannÖgen Biosciences, Inc. (“cannÖgen”).

cannÖgen is a private company incorporated on November 21, 2017, under the laws of the State of Nevada. cannÖgen is an intellectual property holding company for the development, manufacture and sale of health composition products and medical food products in capsule, beverage and spray form for both humans and pets. cannÖgen entered into agreements for the activation of five licenses contingent on completion of a public offering/acquisition in Canada of at least CDN\$2.5 million (the “License Rights” and/or “Options”). These Options will enable cannÖgen to acquire certain licenses that are integral to the Company’s business and the acquisition is contingent upon completion of the public offering/acquisition, cannÖgen acquired these Options for no consideration. Two licenses are with the sole director of cannÖgen and a company owned by this director for patents, media assets and trademarks relating to the manufacture and sale of “Health and Medical Food” products. Three licenses are with an arm’s length party for pending patents relating to soluble biomass technology, soluble minerals technology and intellectual property relating to specialized liquid capsule technology.

On April 14, 2018, the Company signed a letter of intent (“LOI”) with cannÖgen, with respect to a proposed business combination between the Company and cannÖgen (the “Qualifying Transaction”) by way of an amalgamation, arrangement, share purchase or other similar form of transaction which will result in cannÖgen becoming a wholly-owned subsidiary of the Company, or otherwise combining its corporate existence with that of the Company. As consideration, the Company will issue and deliver up to 7,500,000 common shares (“Common Shares”) of the Company. The final structure of the Transaction is subject to receipt of tax, corporate and securities laws advice for both the Company and cannÖgen. Upon completion of the Acquisition, the combined entity will continue to carry on the business of cannÖgen.

This unaudited pro forma consolidated statement of financial position has been compiled from the information derived from and should be read in conjunction with the following financial statements, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board, and included elsewhere in the Filing Statement:

RMR SCIENCE TECHNOLOGIES INC.
Notes to the Pro forma Consolidated Financial Statement
December 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

- (a) RMR's audited annual financial statements as at September 30, 2018 and 2017 and for the three months ended December 31, 2018; and
- (b) cannÖgen annual audited financial statements as at December 31, 2018 and 2017. The functional currency of CannÖgen is the US dollar. The financial position of cannÖgen are translated into the Company's presentation currency using the rate of exchange in effect as at the date of the pro-forma consolidated statement of financial position.

It is management's opinion that this unaudited pro forma consolidated statement of financial position includes all adjustments necessary for the presentation of the Acquisition as described in note 3. The unaudited pro forma consolidated statement of financial position is not intended to reflect the financial position which would have actually resulted had the Acquisition been effected on the date indicated. Furthermore, the unaudited pro forma financial information is not necessarily indicative of the financial position that may be obtained in the future. Actual amounts recorded upon consummation of the Acquisition may differ from those recorded in the unaudited pro forma consolidated statement of financial position, and the differences may be material.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of this unaudited pro forma consolidated statement of financial position are consistent with those set out in the notes to the financial statements of the Company and cannÖgen detailed above.

3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

The unaudited pro forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

- (a) The acquisition of cannÖgen by the Company is effected by way of a share exchange whereby the Company will acquire 100% of the 7,500,000 common shares of cannÖgen from cannÖgen shareholders in exchange for 7,500,000 common shares in RMR. The cost of the Acquisition is based on the fair value of the consideration given by taking reference the concurrent private placement.

RMR SCIENCE TECHNOLOGIES INC.
Notes to the Pro forma Consolidated Financial Statement
December 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

3. **PRO FORMA ASSUMPTIONS AND ADJUSTMENTS** (continued)

cannÖgen does not meet the definition of a business and accordingly, the Acquisition will be accounted for as an asset acquisition. The purchase price allocation relating to the Acquisition has been accounted for as follows:

Cash	\$ 55,266
Intangible assets	3,400,214
Accounts payable and accrued liabilities	(38,199)
Convertible loans	(277,437)
Loan from directors	(139,844)
Net asset value of cannÖgen as at December 31, 2018	\$ 3,000,000

The difference between the purchase consideration and the fair values of cannÖgen net assets as at December 31, 2018 has been assigned to intangible assets. The fair value of all identifiable assets and liabilities will be determined as at the closing date of the transaction. Therefore, the fair values of assets and liabilities acquired will vary from the amounts shown and the differences may be material.

Upon completion of the Acquisition and the Financing, the shareholders of cannÖgen will own approximately 31.30% of the common shares of the Company.

Estimated costs to complete the Acquisition are comprised of filing fees, legal and audit fees of \$240,000.

- (b) Prior to the completion of the Acquisition, the Company will complete a brokered private placement of from 7,500,000 up to a maximum of 12,500,000 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt, for aggregate gross proceeds of a minimum \$3,000,000 up to a maximum of \$5,000,000 (the "Financing"). Upon completion of the Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into one Common Share of the Company and one half of one Common Share purchase warrant of the Company. Each whole Common Share purchase warrant ("Warrant") will entitle the holder to acquire one Common Share at an exercise price of \$0.60 per Common Share for a period of two years from the date of issuance. The Warrants will also contain an accelerated expiry provision wherein if the Common Shares of the Company trade over \$0.85 on the TSXV, or on another recognized exchange, for a period of ten consecutive trading days, the Company may provide written notice to the holder that the Warrant will expire 30 days from the date of that notice. Subject to the terms of an agency agreement to be entered into in connection with the Financing, the agents for the Financing are expected to receive a cash commission equal to 7% of the gross proceeds raised by such agents and such number of broker warrants ("Broker

RMR SCIENCE TECHNOLOGIES INC.
Notes to the Pro forma Consolidated Financial Statement
December 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

Warrants”), that is equal to 7% of the number of Subscription Receipts sold by such broker. Each Broker Warrant will be exercisable to acquire one Common Share at a price of \$0.40 for a period of two years from the date of issuance. The fair value of the broker’s warrants is estimated to be \$81,000. Estimated financing costs totalled \$385,000.

- (c) On August 30, 2018, cannÖgen entered into convertible promissory notes (the “Convertible Notes”) with several arms’ length parties (the “Noteholders”) whereby it was loaned \$275,000. The convertible promissory notes bear interest at 2% per annum, are unsecured and mature on August 31, 2019. Upon completion of the Acquisition, the loaned amounts will be automatically converted into shares of RMR at the conversion price with a 20% discount to the RMR Financing and will be converted at a 25.45% premium to the loaned amounts. Each unit converted will comprise one common share in the capital of cannÖgen and one-half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder thereof to acquire one common share at an exercise price of \$0.75 per common share, or its USD equivalent, for a period of two years from the date of issuance and the warrants will contain a provision wherein the warrants automatically convert into warrants of RMR, with substantially the same terms, upon completion of the Transaction.
- (d) Upon the completion of the Acquisition, the Company will grant 250,000 resulting issuer options to Dr. Larry McCleary, who will be appointed Chief Medical Officer and Chief Scientific Officer of the resulting issuer at an exercise price of \$0.40. The fair value of the stock options is estimated to be \$58,000 which will be recorded as share-based payment expense.
- (e) In connection with the completion of the Acquisition, the Company will acquire the Convertible Notes from the Noteholders in exchange for issuing the Noteholders an aggregate of 1,078,085 Common Shares and 539,043 Warrants.

4. SHARE CAPITAL

Issued

	Number of Shares	Share Capital
Balance as at December 31, 2018	7,735,775	\$ 519,848
Shares issued for the acquisition of cannÖgen	7,500,000	3,000,000
Shares issued pursuant to private placement	7,500,000	3,000,000
Shares issued pursuant to convertible notes	1,078,085	275,000
Shares issued pursuant to corporate finance fees	187,500	60,000
Share issue costs	-	(592,053)

RMR SCIENCE TECHNOLOGIES INC.
Notes to the Pro forma Consolidated Financial Statement
December 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

Pro forma balance as at December 31, 2018	24,001,360	\$ 6,262,795
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ACKNOWLEDGEMENT OF PERSONAL INFORMATION

ACKNOWLEDGEMENT OF PERSONAL INFORMATION

“Personal Information” means any information about an identifiable individual, and includes information contained in any Items in the attached Filing Statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of TSX Venture Exchange Form 3B2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to TSX Venture Exchange Form 3B2; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

ON BEHALF OF THE BOARD OF DIRECTORS OF RMR SCIENCE TECNOLOGIES INC.

“Robin Hutchison”

Robin Hutchison
Chief Executive Officer, President and Director

AUDITOR'S CONSENT – DAVIDSON & COMPANY LLP (AS AUDITORS OF RMR)

May 30, 2019

TSX Venture Exchange

Dear Sirs / Mesdames:

Re: RMR Science Technologies Inc.

We refer to the filing statement of RMR Science Technologies Inc. (the "Company") dated May 30, 2019 relating to the Qualifying Transaction of RMR Science Technologies Inc. with canögen Biosciences, Inc.

We consent to being named and to the use, by inclusion in the above-mentioned filing statement, of our report dated January 28, 2019 to the shareholders of the Company on the following financial statements:

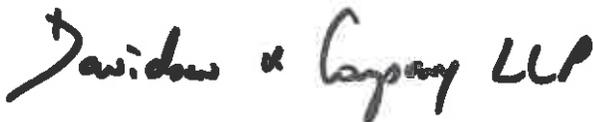
Statement of financial position as at September 30, 2018;

Statements of loss and comprehensive loss, shareholders' equity and cash flows for the period from incorporation on October 17, 2017 to September 30, 2018, and a summary of significant accounting policies and other explanatory information.

We report that we have read the filing statement and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the filing statement as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants



AUDITOR'S CONSENT – DAVIDSON & COMPANY LLP (AS AUDITORS OF CANNÖGEN)

May 30, 2019

TSX Venture Exchange

Dear Sirs / Mesdames:

Re: cannogen Biosciences, Inc. (the "Company")

We refer to the filing statement of RMR Science Technologies Inc. dated May 30, 2019 relating to the Qualifying Transaction of RMR Science Technologies Inc. with cannogen Biosciences, Inc.

We consent to being named and to the use, by inclusion in the above-mentioned filing statement, of our report dated May 30, 2019 to the director of the Company on the following financial statements:

Statements of financial position as at December 31, 2018 and 2017;

Statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the year ended December 31, 2018 and the period from incorporation on November 21, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

We report that we have read the filing statement and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the filing statement as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants



CERTIFICATE OF RMR SCIENCE TECHNOLOGIES INC.

Dated: May 30, 2019

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of RMR Science Technologies Inc. assuming Completion of the Qualifying Transaction.

"Robin Hutchison"

ROBIN HUTCHISON

President, Chief Executive Officer and Director

"Judi Dalling"

JUDI DALLING

Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"J. Michael Hutchison"

J. MICHAEL HUTCHISON

Director

"Ronald Erickson"

RONALD ERICKSON

Director

CERTIFICATE OF CANNÖGEN BIOSCIENCES, INC.

Dated: May 30, 2019

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of cannÖgen Biosciences, Inc. assuming completion of the Qualifying Transaction.

“Edward L. McCleary”

EDWARD L. MCCLEARY

President, Treasurer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

“Edward L. McCleary”

EDWARD L. MCCLEARY

Director