



Organigram Holdings Inc.

Management's Discussion
and Analysis of Financial
Condition and Results of
Operations ("MD&A")

For the three and six-months
ended February 28, 2018



ORGANIGRAM



1.1 INTRODUCTION

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1.1 INTRODUCTION

This Management Discussion and Analysis (“MD&A”) document, prepared on April 24, 2018, should be read in conjunction with the interim condensed consolidated financial statements of Organigram Holdings Inc. (the “Company”) for the three and six-months ended February 28, 2018 and February 28, 2017.

Financial data in this MD&A is based on the condensed consolidated interim financial statements of the Company for the three and six-months ended February 28, 2018 and February 28, 2017 and are expressed in Canadian dollars and prepared in accordance with International Financial Reporting Standards (“IFRS”).

The Company’s subsidiaries are Organigram Inc. (“OGI”), a Licensed Medical Marijuana Producer as regulated by Health Canada under the Access to Cannabis for Medical Purposes Regulations (“ACMPR”) of the Government of Canada, and Trauma Healing Centers Incorporated (“THC”), offering a multi-disciplinary approach to post traumatic stress disorder treatment, chronic pain, trauma therapy, and medical cannabis as an alternative medicine.

The offices of the Company are located at 35 English Drive, Moncton, New Brunswick, E1E 3X3 and further inquiries regarding the Company may be directed to its Chief Financial Officer, Paolo De Luca, at (416) 661-0947, or by fax at (506) 384-4266, or by email to info@organigram.ca.

1.2 FORWARD-LOOKING STATEMENTS

Certain information herein contains or incorporates comments that constitute forward-looking information within the meaning of applicable securities legislation. Forward-looking information, in general, can be identified by the use of forward-looking terminology such as “outlook”, “objective”, “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “should”, “plans”, or “continue”, or similar expressions suggesting future outcomes or events. They include, but are not limited to, statements with respect to expectations, projections or other characterizations of future events or circumstances, and our objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to our plans and objectives, or estimates or predictions of actions of customers, suppliers, competitors or regulatory authorities; and, statements regarding our future economic performance. These statements are not historical facts but instead represent management beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. We have based these forward-looking statements on our current expectations about future events.

Although the forward-looking statements contained in this MD&A are based on what we believe are reasonable assumptions, these assumptions are subject to a number of risks beyond the Company’s control and there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited to: financial risks; dependence on senior management; sufficiency of insurance; industry competition; general economic conditions and global events; product development; facility and technological risks; changes to government laws; regulations or policy; including environmental or tax, or the enforcement thereof; agricultural risks; supply risks; product risks; and, other risks and factors described from time to time in the documents filed by the Company with securities regulators. For more information on the risk factors that could cause our actual results to differ from current expectations, see “7.1 Financial Risk Factors”.

All forward-looking information is provided as of the date of this MD&A. The Company does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required by law. Additional information about these assumptions, risks and uncertainties is contained in our filings with securities regulators and are available at www.sedar.com. Certain filings are also available on our web site at www.organigram.ca.

1.3 BUSINESS ENVIRONMENT

In 2001, the Government of Canada introduced a regulatory regime, the Medical Marijuana Access Regulations (“MMAR”), governing access of patients to marijuana for medical purposes. Since this time, the number of patients prescribed medical marijuana has grown and continued growth is expected. Meanwhile, the medical marijuana regulatory regime has continued to evolve until, in June 2013, Health Canada announced the current regulatory regime, the Marijuana for Medical Purposes Regulations (“MMPR”) to replace the MMAR. Pursuant to the MMPR, companies are eligible to apply as a Licensed Producer (a “license”) of medical marijuana. This license permits a company to lawfully cultivate, possess and sell medical marijuana in conformance with the MMPR. Due to the regulatory barrier to entry, the anticipated growth in demand in the consumption of medical marijuana and the potential return on investment, a license is highly coveted by many companies.

The MMPR came into effect on April 1, 2014 and the Company received its initial license to operate as a Licensed Producer of medical marijuana on April 14, 2014. The license was renewed on March 28, 2017.

On August 24, 2016, the Access to Cannabis for Medical Purposes Regulations (“ACMPR”) replaced the MMPR as the governing regulations in respect of the production, sale and distribution of medical cannabis and cannabis oil. The replacement regulations were implemented as a result of the ruling by the Federal Court of Canada in the case of *Allard et al v. Canada* in which the MMPR was found to be unconstitutional in violation of the plaintiffs’ rights under section 7 of the Charter of Rights and Freedoms due to the restrictions placed on a patient’s ability to reasonably access medical cannabis. The Federal Court of Canada therefore upheld the patients’ rights to grow their own medical marijuana.

The ACMPR effectively combines the regulations and requirements of the MMPR, the MMAR and the section 56 exemptions relating to cannabis oil under the Controlled Drugs and Substances Act into one set of regulations. In addition, the ACMPR sets out the process patients are required to follow to obtain authorization from Health Canada to grow cannabis and to acquire seeds or plants from Licensed Producers to grow their own cannabis. Under the ACMPR, patients have three options for obtaining cannabis:

- (a) they can continue to access quality-controlled cannabis by registering with Licensed Producers;
- (b) they can register with Health Canada to produce a limited amount of cannabis for their own medical purposes; or
- (c) they can designate someone else to produce it for them.

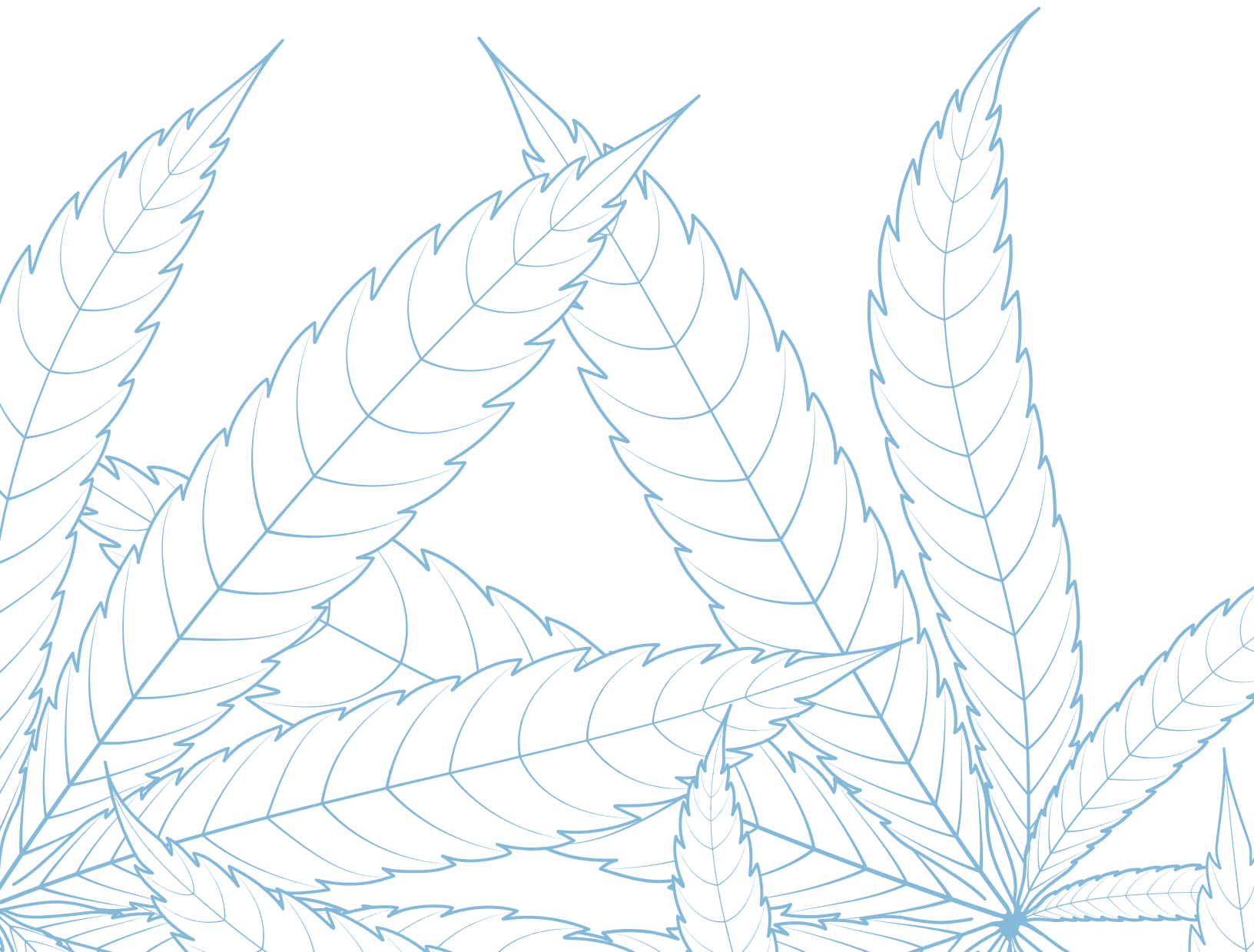
With respect to (b) and (c), starting materials, such as plants or seeds, must be obtained from Licensed Producers. It is possible that (b) and (c) could significantly reduce the addressable market for the Company’s products and could materially and adversely affect the business, financial condition and results of operations of the Company. That said, management of the Company believes that many patients may be deterred from opting to proceed with options (b) or (c) since such steps require applying for and obtaining registration from Health Canada to grow cannabis, as well as the up-front costs of obtaining equipment and materials to produce such cannabis.

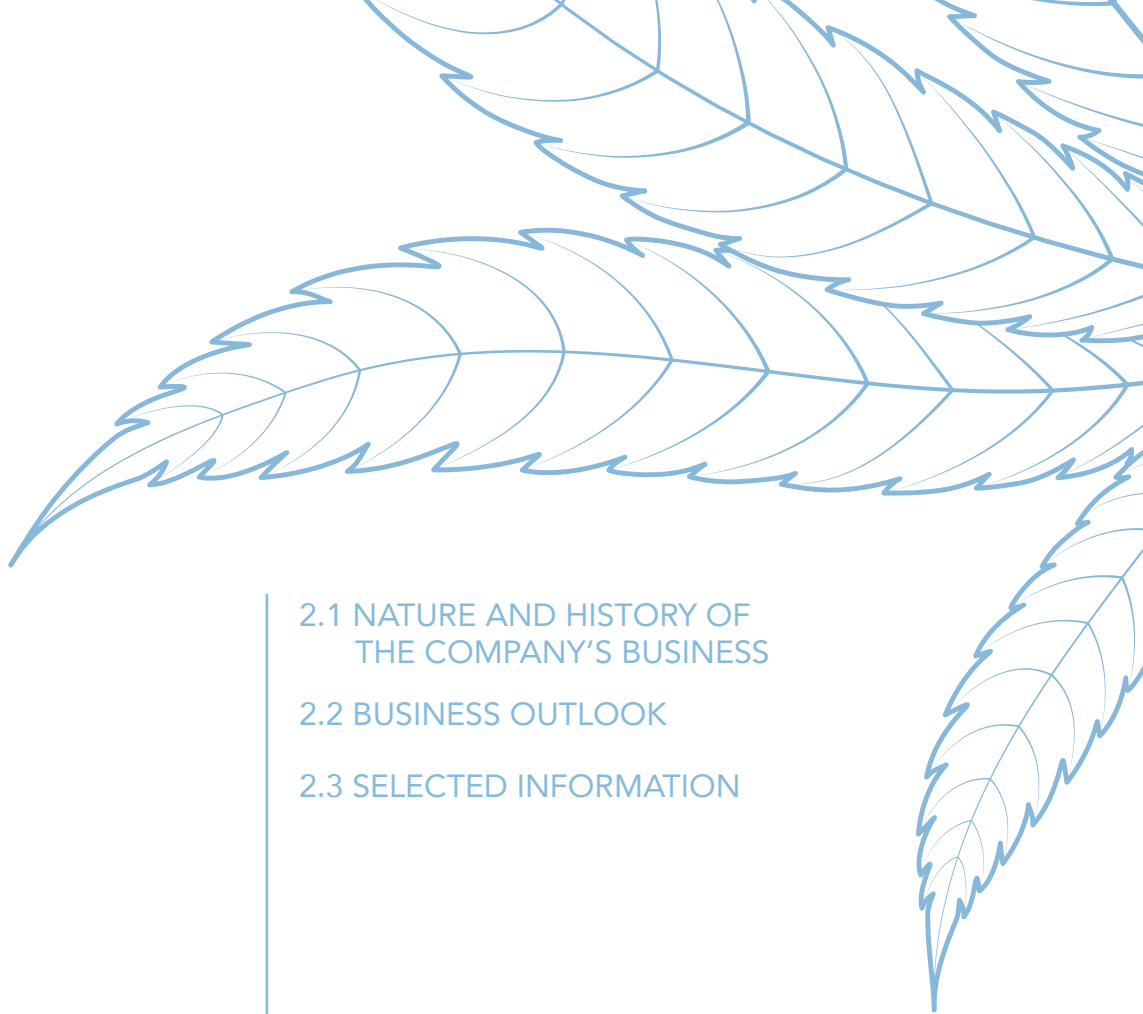
On April 13, 2017, the Government of Canada introduced legislation to legalize, strictly regulate and restrict access to cannabis. The proposed **Cannabis Act** would create a strict legal framework for controlling the production, distribution, sale and possession of cannabis in Canada. Following Royal Assent, the proposed legislation would allow adults to legally possess and use cannabis. This would mean that possession of small amounts of cannabis would no longer be a criminal offence and would prevent profits from going into the pockets of criminal organizations and street gangs. The bill would also, for the first time, make it a specific criminal offence to sell cannabis to a minor and create significant penalties for those who engage young Canadians in cannabis-related offences.

Subject to Parliamentary approval and Royal Assent, the Government of Canada intends to provide regulated and restricted access to cannabis in 2018.

1.4 RISKS AND UNCERTAINTIES

The Company's business is subject to risks inherent in a high growth, government regulated enterprise, and the Company has identified certain risks pertinent to its business, as further described under "7.1 Financial Risk Factors". Management attempts to assess and mitigate these risks by retaining experienced professional staff and assuring that the Board of Directors and senior management are monitoring these risks on a continual basis.





- 2.1 NATURE AND HISTORY OF THE COMPANY'S BUSINESS
- 2.2 BUSINESS OUTLOOK
- 2.3 SELECTED INFORMATION



2.1 NATURE AND HISTORY OF THE COMPANY'S BUSINESS

The Company is licensed as a Licensed Producer of medical marijuana, including dried cannabis and cannabis oil, under the ACMPR. Pursuant to its license, the Company is permitted to possess, produce, sell, provide, ship, deliver, transport and destroy medical marijuana, marijuana plants (including plants and seeds) and cannabis oil, in conformity with the ACMPR, and made its first shipment of medical marijuana to registered patients in September 2014. Management believes that the Company benefits from a number of competitive advantages which will allow it to be strategically positioned for future potential developments in the industry.

The Company has entered into agreements with several organizations committed to helping first responders and veterans deal with chronic ailments. Under the terms of the agreements, each of the organizations will refer patients to Organigram. The Company continues to pursue, as part of its business model, further strategic partnerships and opportunities with other suppliers and organizations and continues to actively evaluate such opportunities.

Since commencing operations at its main facility located in Moncton, New Brunswick which includes the civic addresses 35 English Drive and 320 Edinburgh Drive (collectively with the facilities the "Moncton Campus"), the Company has continued to expand the main facility to create additional production capability. The Company has also strategically acquired land and buildings adjacent to the main facility that would be bring the Company's production space to 487,000 square feet.

The Company's license was amended August 10, 2017, allowing the Company to store substances inventory up to a maximum storage capacity value of \$31,250,000 for the security level 8 vault. The amended License has a current term that expires March 27, 2020. It is anticipated that Health Canada will extend or renew the License at the end of its term. See "7.1 Financial Risk Factors". On January 25, 2018, Health Canada announced that it had, effective as of such date, made two targeted changes to the physical security requirements under the ACMPR, including permitting licensed producers to store cannabis outside of vaults. It is anticipated that the maximum storage capacity limits may not be applicable to licensed producers in the future.

Medical marijuana and cannabis oil patients order from the Company primarily through the Company's online store or through the phone. Medical marijuana and cannabis oil is and will continue to be delivered by secured courier or other methods permitted by the ACMPR. The Company's prices vary based on grow time, strain yield and market prices. The Company may from time to time offer volume discount or promotional pricing.

The Company is also authorized for wholesale shipping of medical marijuana plant cuttings and dried flower to other Licensed Producers. The Company has already completed sales through its wholesale strategy and based on current costs, management expects the wholesale shipment strategy to continue. This sales channel requires minimal selling, general and administrative costs over and above the cost to produce plant cuttings and dried flower.

The Company continues the ongoing development of its Moncton Campus to add additional capacity and permit the increased production of medical marijuana, cannabis oil, and related products. The increase in capacity is also to prepare for legalization of adult recreational use of marijuana in Canada. The Government of Canada announced on April 13, 2017, legislation to legalize the recreational use of marijuana in Canada which completion of the third reading in the Federal Senate currently targeted for mid to late 2018.

2.2 BUSINESS OUTLOOK

BUSINESS OBJECTIVES

The Company's primary business objectives for the remainder of calendar 2018 include but are not limited to the following:

1. Expansion of the Moncton Campus and all necessary infrastructure, equipment and staffing to drive higher production volumes and efficiencies while maintaining a focus on quality;
2. Preparation for and successful participation in the future adult-use recreational markets in Canada;
3. Successful design and implementation of an international strategic growth plan to complement domestic operations; and
4. Acquisition of cannabis or hemp production assets in Canada or abroad that are synergistic to the Company's Canadian and/or international strategies.

FINANCIAL POSITIONING FOR GROWTH

In December 2017 the Company announced the appointment of Paolo De Luca, CPA, CA, CFA as the Company's Chief Financial Officer to augment its capabilities in capital raising, investor relations and corporate development.

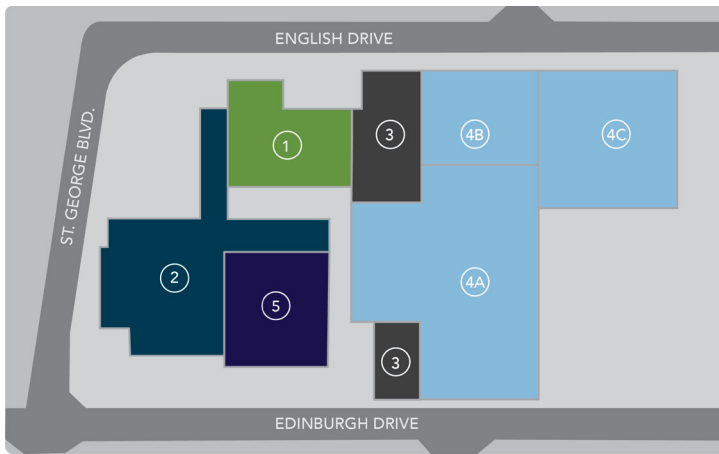
In furtherance of its aforementioned business objectives the Company completed a bought deal for gross proceeds of \$57.5 million (net proceeds at \$53.8 million after underwriting and other fees) (the "December Offering") that closed on December 18, 2017, the Company intends to use the net proceeds of the December Offering within 24 months of closing to fund an additional expansion program to construct one of the largest indoor cannabis production facilities in Canada.

Additionally, on January 31, 2018, the Company closed its short form prospectus offering of convertible unsecured debentures of the Company, on a bought deal basis, including the full exercise of the over-allotment option for aggregate gross proceeds of \$115 million (net proceeds at \$107.9 million after underwriting and other fees) (the "Convertible Debenture Offering").

PRODUCTION EXPANSION, IMPROVED YIELDS AND EFFICIENCIES

The Company completed Phase 2 of its expansion during Q2 with 23 additional grow rooms approved by Health Canada and expects the first harvests from the Phase 2 expansion to begin the third week of April. The Phase 2 expansion includes significant improvements and efficiencies to the Company's cultivation and processing systems. Enhancements including a fully automated irrigation system in the Phase 2 grow rooms, automated potting, fully automated waste destruction system and automated packaging lines mean immediate and ongoing cost savings as well as increased yields.

Organigram's standardized, data-based approach to production has been trending yields that are in some cases fifty per cent higher than its previous estimates and the Company fully anticipates this to continue to increase with enhanced improvements in cultivation and environmental design in Phase 3 and Phase 4 as well as through achievements of economies of scale through optimization of its pre-vegetation and cloning processes.



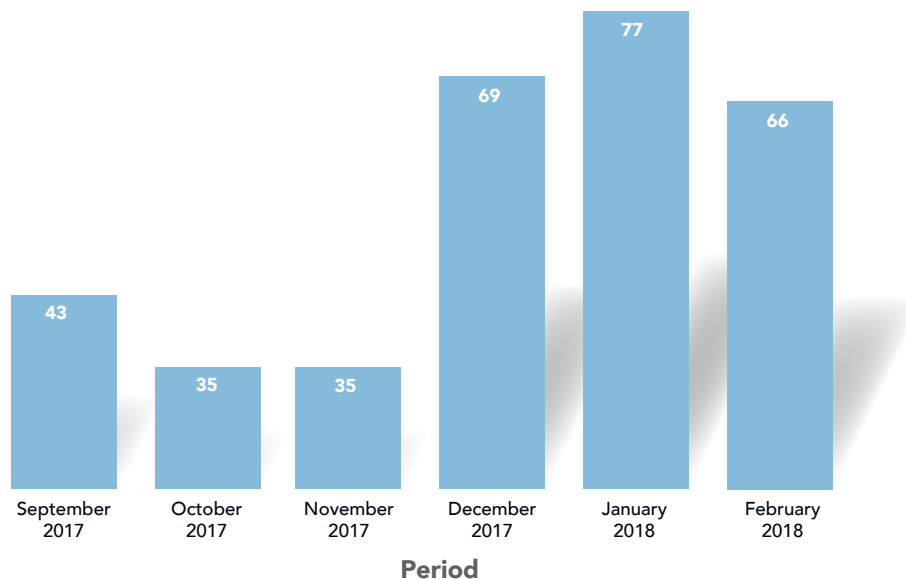
NOTES:

- Ground floor footprint includes cultivation, other production space and office space.
- The Company currently uses three-level cultivation grow rooms to maximize cultivation area.
- Some expansions are dedicated solely to additional grow rooms vs. others which represent mixed-use expansion (grow rooms and supporting space).
- Estimated production capacity is dependent on a multitude of factors and subject to a variation of baseline expectation.
- Phase 5 and total ground footprint include 58k of sq ft that requires relocation of an existing tenant.

PHASE	STATUS	TARGET CONSTRUCTION DATE	GROUND FLOOR FOOTPRINT (SQ. FT.)	NUMBER	GROW ROOM SIZE	TYPE OF PRODUCTION
1	Complete	N/A	31,600	12	Small	Pre-Veg, Organic, Mineral
2	Complete	N/A	102,125	23	Large	Mineral
3	Substantially Complete	May-2018	40,000	16	Large	Mineral
4A	Completing Final Design	April-2019	90,000	31	Large	TBD
4B	In Planning	July-2019	90,000	32	Large	TBD
4C	In Planning	April-2020	90,000	28	Large	TBD
5	TBD	TBD	58,503	TBD	TBD	TBD
			502,228	142		

Since year-end (August 31, 2017) the following depicts the monthly yields obtained in dried flower (or equivalent) grams per plant for the last six-months:

GRAMS PER PLANT HARVESTED



Note: yields per plant can vary significantly depending on the particular strain grown and can also vary based on drying methodology employed (for instance if the harvested material is intended to be sold as dried flower vs. used for extraction into oil).

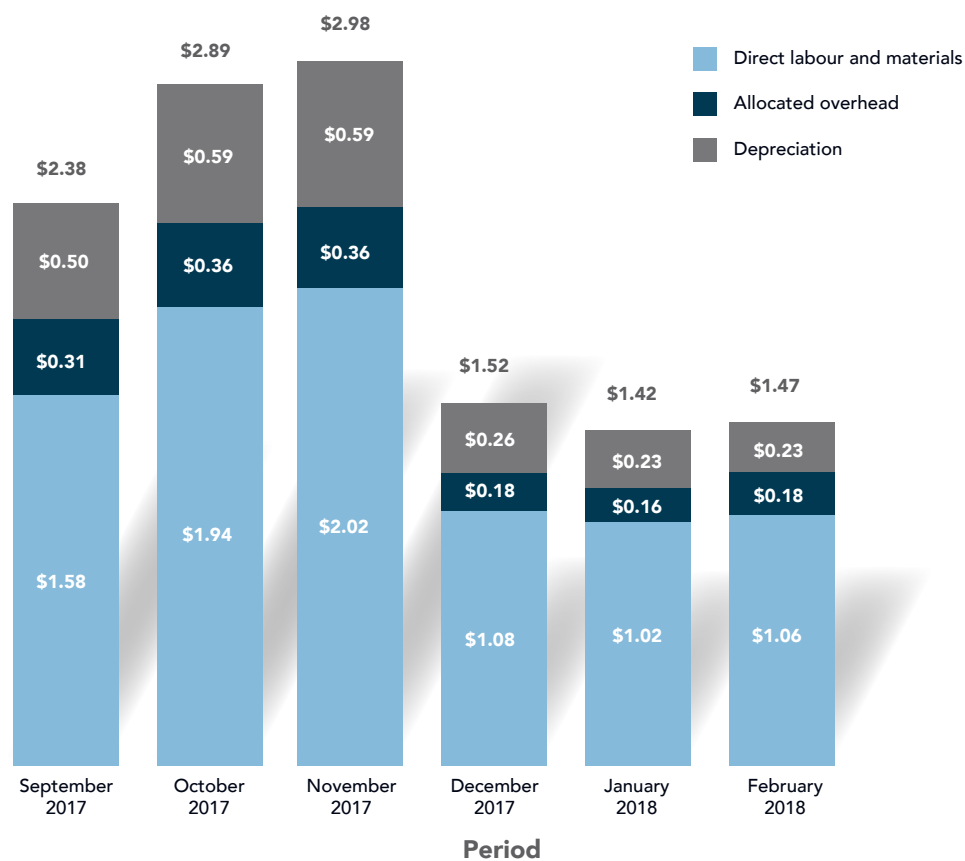
As of the date of this MD&A the grams per plant harvested in Q3 are trending even higher than compared to Q2.

As a result of these yields, the Company revised its production forecast estimates in March 2017 so that by early 2020 the Company is expecting to produce over 110,000 kilograms annually from fully funded operations. The following table reflects the Company's revised production capacity forecasts:

PRODUCTION CAMPUS	TARGET CONSTRUCTION COMPLETION DATE	PRODUCTION CAPACITY KG/ANNUM	
		PREVIOUS FORECAST	NEW FORECAST
Phase 1, 2	Already in Cultivation	16,000	22,000
Phases 1, 2, 3	Phase 3: May-2018	25,000	36,000
Phases 1, 2, 3,4a	Phase 4a: Apr-2019	39,500	65,000
Phases 1, 2, 3, 4a, 4b,	Phase 4b: July-2019	47,500	81,000
Phases 1, 2, 3, 4a, 4b, 4c	Phase 4c: Apr-2020	65,000	113,000

As a result of the improved yields and operational efficiencies the Company has experienced a corresponding drop in cost of production per gram harvested (this includes direct labour, direct materials, allocated overhead and depreciation related to building and equipment of the production facility but excludes packaging costs which are included in cost of sales when product is ultimately sold) since year-end:

COST PER GRAM HARVESTED



Note: readers are cautioned against comparing cost of production per gram harvested with cost of sales for the same period(s) for at least two reasons: 1. Cost of sales includes packaging costs, and 2. there is a delay between product that is harvested and sold – for instance the majority of the product currently being produced by the Company is being warehoused for sale for the expected recreational market. Notwithstanding this, the Company believes that the trend line in lower cost of production per gram harvested will result in a lower cost of sales in Q3 & Q4.

As of the date of this MD&A the cost per gram harvested in Q3 is trending lower than in Q2.

In order to meet its production outlook, the Company has been rapidly expanding its head count. The Company hosted, during the second quarter, its second job fair with over 250 applicants being interviewed for employment opportunities that will be created by the increased capacity. At the end of quarter (February 28, 2018) the Company had approximately 144 full-time employees and will surpass 200 during its third fiscal quarter.

SALES, MARKETING AND BRANDING INITIATIVES

The Company continues to plan for the anticipated legalization of edibles and concentrates in the year 2019 by partnering with TGS International LLC ("TGS"), a vertically-integrated cannabis company which owns and operates over 300,000 square feet of state licensed and regulated production, processing, and manufacturing facilities, as well as 13 medicinal and/or adult-use retail locations in the state of Colorado. The Company has no equity or other financial interest in TGS and the terms of the agreement provide for a royalty payment to TGS on products sold by Organigram in Canada.

On January 16, 2018, the Company announced that it had entered into a memorandum of understanding ("MOU") with the Government of Prince Edward Island ("P.E.I.") for the distribution of cannabis to the adult-use recreational market. The MOU contemplates P.E.I. securing a supply of at least one million grams of recreational marijuana per year from the Company. This is in addition to the MOU signed with the Province of New Brunswick for a minimum of five million grams which was announced in September 2017.

The Company is active with the majority of the provincial governments across the country on sales and distribution agreements and expects to make further announcements in the coming months.

The sales organization continues to focus its efforts within the medical space while building a strong infrastructure for future needs in the adult recreational market. The Company's medical patient registrations continues to increase with over 12,000 patients as of February 28, 2018 (13,701 by March 31, 2018).

Following the launch of The Edison Project in November 2017, the Company continues its product differentiation strategy by expanding the product portfolio to also include a new line of 'minis'. At a price point between blended cannabis and regular cannabis flower, the offerings capitalize on a new segment of the market providing full flower product to patients at a cost-effective price point. The Edison Project continues to drive patient and market interest; representing top flower, hand manicured and craft cured product of unparalleled quality, The Edison Project is indicative of production potential within the Company's state of art indoor facility.

INTERNATIONAL EXPANSION

As part of its international strategy, the Company announced the appointment of Guillermo Delmonte as the President of its new international division. Mr. Delmonte assumed his new role effective March 2017. Mr. Delmonte previously acted as CEO of ICC Labs a South American cannabis and hemp producer.

The Company is actively looking at both cultivation opportunities and sales and distribution agreements in Europe, Australia and South America.

The Company has also applied to Health Canada for its export license of cannabis. Once obtained the Company will immediately begin to export product as international sales agreements are already in place.

REQUIREMENTS TO STAY FLEXIBLE STRATEGICALLY

While Organigram believes the above listed initiatives will position the Company well for continued growth into the future, it is important to note that with a view of increasing long-term shareholder value, the Company is also cognizant of the highly dynamic nature of both the Canadian and international cannabis industries as well as the related capital markets which funds the expansionary activities. As such the Company reassesses its' strategy and implementation of such strategy as it believes is reasonably required particularly in the context of legal, regulatory, competitive and financial changes as they occur or in anticipation of their occurrence.

2.3 SELECTED INFORMATION

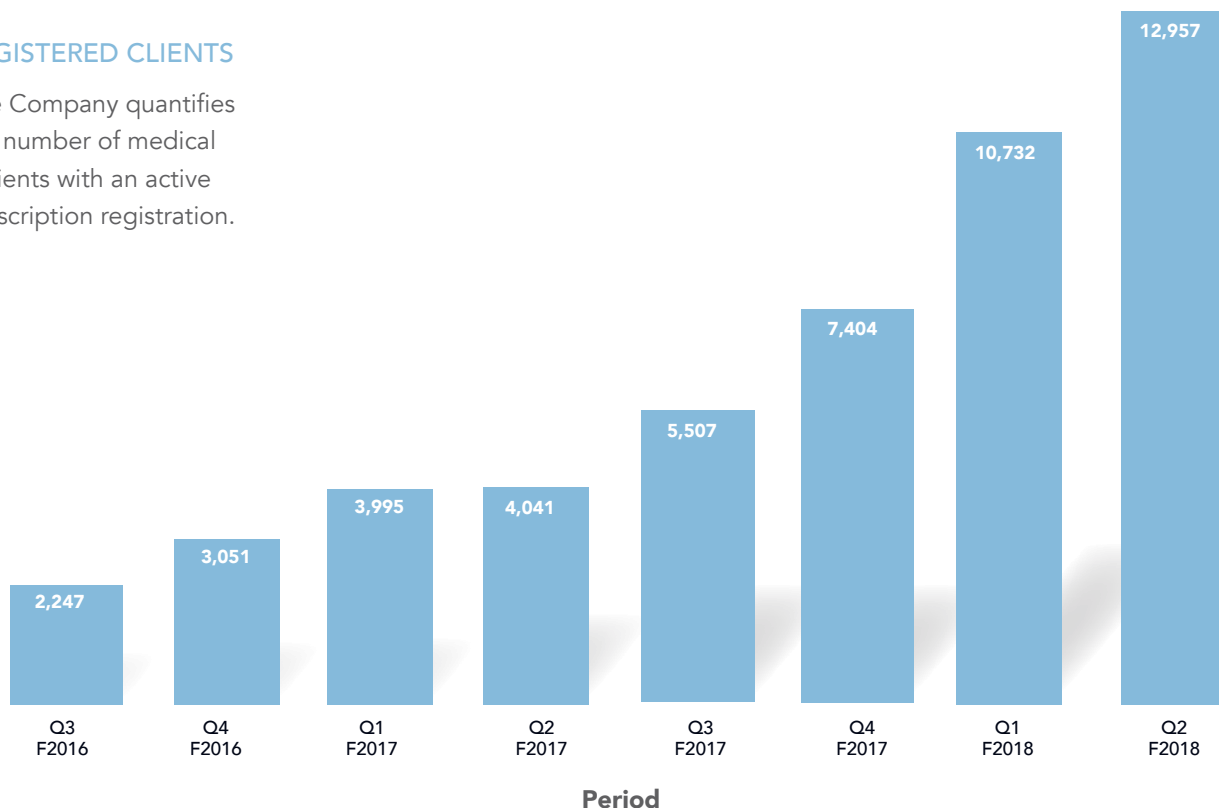
CAUTIONARY NOTE REGARDING NON-GAAP FINANCIAL MEASURES

The Company uses certain non-GAAP performance measures such as adjusted EBITDA (excluding fair value adjustment to inventory and biological assets), adjusted gross margin and adjusted gross profit within this MD&A or other public documents, which are not measures calculated in accordance with IFRS and have limitations as analytical tools. These performance measures have no meaning under IFRS and therefore amounts presented may not be comparable to similar data presented by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance such as net income or other data prepared in accordance with IFRS.

THE FOLLOWING ARE QUARTERLY FINANCIAL HIGHLIGHTS FOR THE PERIOD ENDED FEBRUARY 28, 2018.

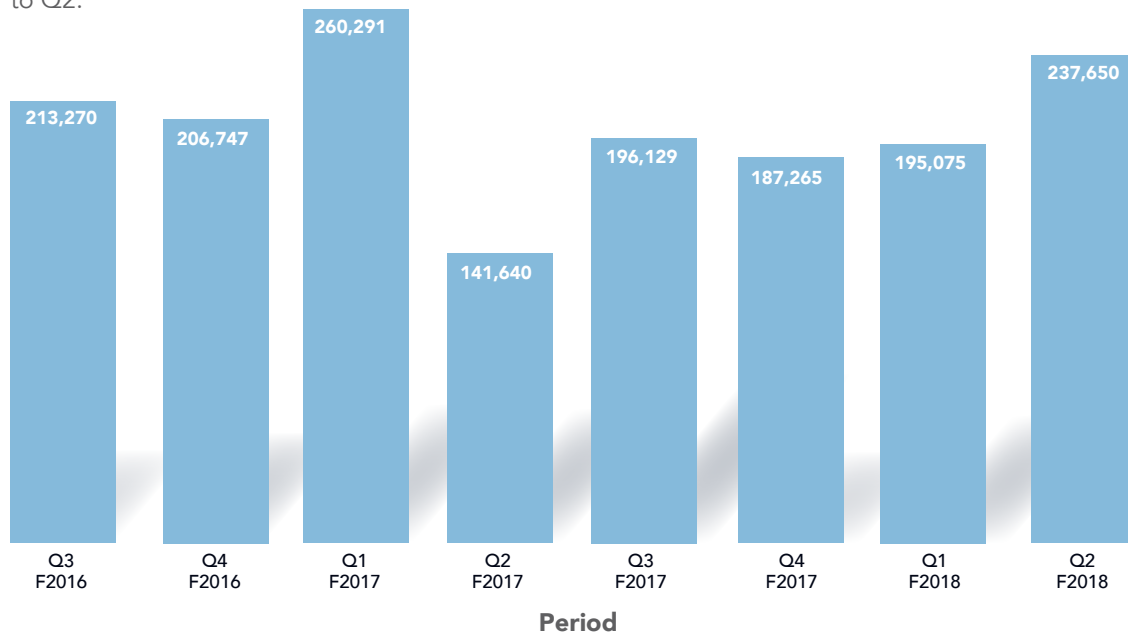
REGISTERED CLIENTS

The Company quantifies the number of medical patients with an active prescription registration.



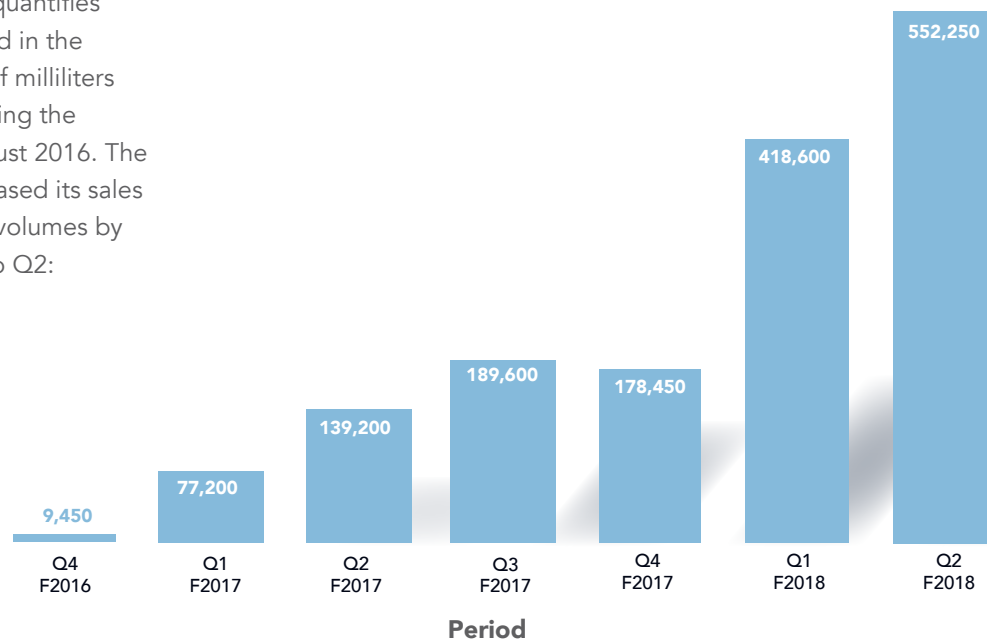
GRAMS SOLD – DRIED FLOWER.

The Company quantifies dried flower sold in the measurement of grams. The Company experienced a 22% increase in grams sold in the quarter from Q1 to Q2:



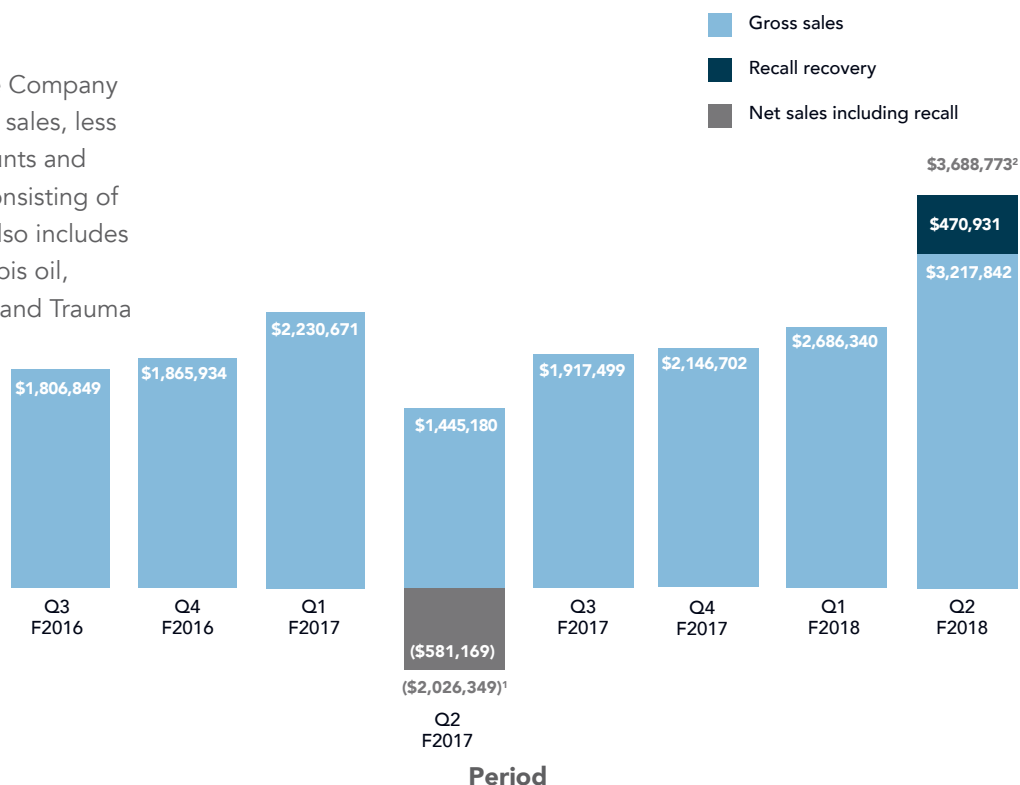
ML SOLD – CANNABIS OIL

The Company quantifies cannabis oil sold in the measurement of milliliters and started selling the product in August 2016. The Company increased its sales of cannabis oil volumes by 32% from Q1 to Q2:



NET SALES

The net sales for the Company are defined as gross sales, less any customer discounts and returns¹. Primarily consisting of dried marijuana, it also includes revenue from cannabis oil, related accessories, and Trauma Healing Centers.



Footnote 1 – Q2 F2017 includes sales return provision of \$2,026,349 for credits issued for client care program. Footnote 2 – Q2 F2018 includes a recapture of the provision for \$470,931 representing the credits that expired under the program.

ADJUSTED GROSS MARGIN % (EXCLUDES F.V. ADJUSTMENT TO BIO-ASSETS AND INVENTORY)

This is a non-GAAP measure and the Company calculates adjusted gross margin as net sales less cost of goods sold and indirect production, divided into net sales. The fair value adjustment to biological assets and inventory is excluded as management believes the exclusion is a better representation of performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell. The most directly comparable measure calculated in accordance with IFRS is gross margin.

GROSS MARGIN % (EXCLUDING F.V. ADJ.)

	Q3-F2016	Q4-F2016	Q1-F2017	Q2-F2017	Q3-F2017	Q4-F2017	Q1-F2018	Q2-F2018
Gross Margin	\$1,581,961	\$2,008,801	\$762,891	\$(3,977,344)	\$(757,419)	\$844,786	\$1,617,885	\$6,522,796
Less: fair value adjustment to biological assets and net realizable value adjustment to inventory	687,651	937,510	(689,035)	(366,986)	(577,803)	264,464	721,767	4,384,211
Gross Margin excluding fair value adjustment to biological assets and inventory	894,310	1,071,291	1,451,926	(3,610,358)	(179,616)	580,322	896,118	2,138,585
Divided by: Net Sales	\$1,806,849	\$1,865,934	\$2,230,671	\$(581,169)	\$1,917,499	\$2,146,702	\$2,686,339	\$3,688,773
Gross Margin % (Excluding F.V. Adj.)	49%	57%	65%	-621%	-9%	27%	33%	58%

ADJUSTED NET PROFIT

This is a non-GAAP measure and the Company calculates adjusted net profit as net profit before the fair value adjustment to biological assets and inventory. Management believes the exclusion is a better representation of performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell. The most directly comparable measure calculated in accordance with IFRS is net income (loss).

NET PROFIT (EXCLUDING F.V. ADJ.)	Q3-F2016	Q4-F2016	Q1-F2017	Q2-F2017	Q3-F2017	Q4-F2017	Q1-F2018	Q2-F2018
Net income (loss)	\$367,720	\$624,887	\$(755,547)	\$(5,755,215)	\$(2,345,586)	\$(2,033,330)	\$(1,401,776)	\$1,077,686
Less: fair value adjustment to biological assets and net realizable value adjustment to inventory	687,651	937,510	(689,035)	(366,986)	(577,803)	264,464	721,767	4,384,211
Net Profit (Excluding F.V. Adj.)	\$(319,931)	\$(312,623)	\$(66,512)	\$(5,388,229)	\$(1,767,783)	\$(2,297,794)	\$(2,123,543)	\$(3,306,525)

ADJUSTED EBITDA

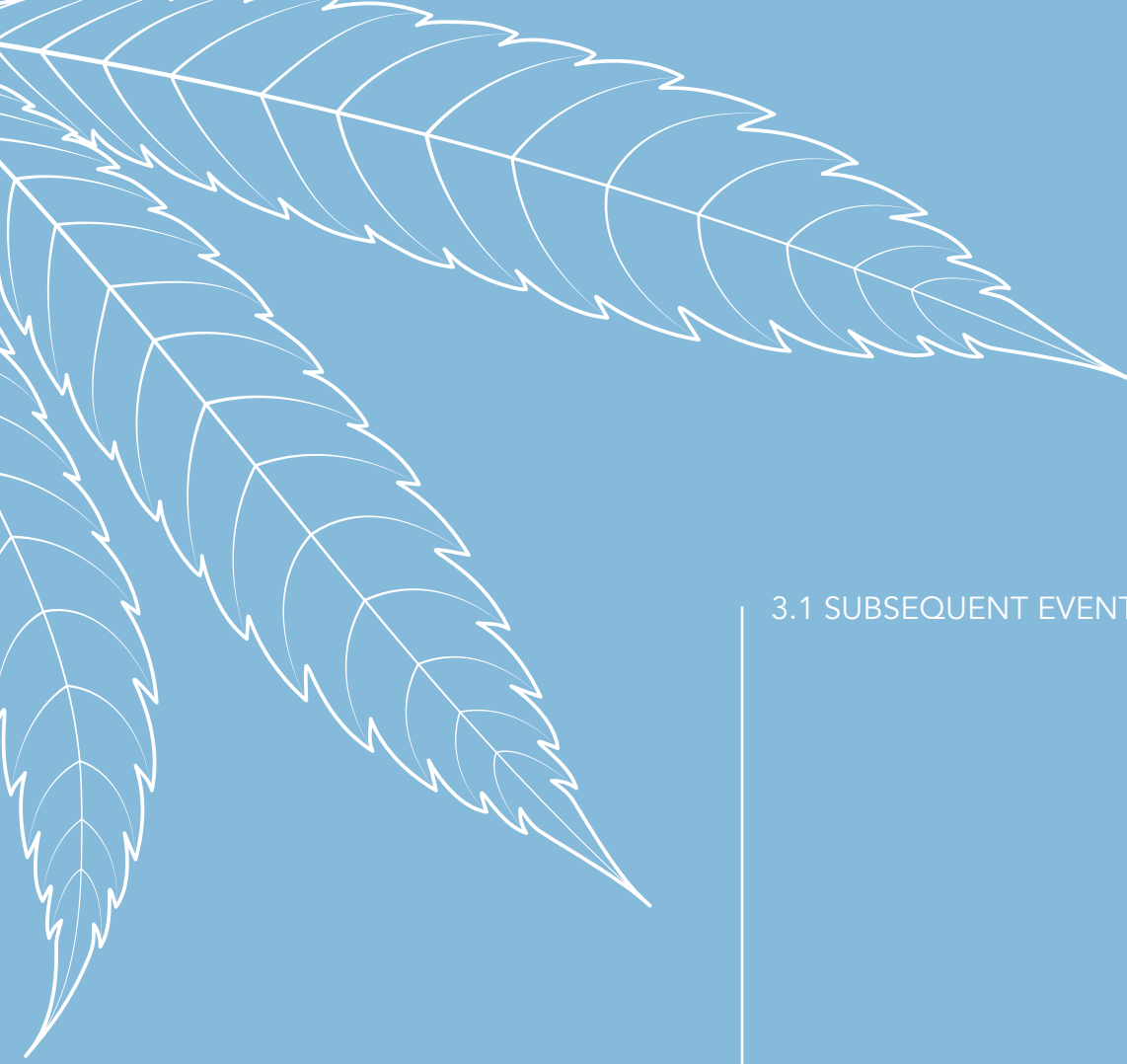
This is a non-GAAP measure and the Company calculates adjusted EBITDA as net profit before interest, income tax, depreciation and amortization, and the fair value adjustment to biological assets and inventory. Management believes the exclusion of the fair value adjustment is a better representation of performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell. The most directly comparable measure to adjusted EBITDA (excluding fair value adjustment to biological assets and inventory) calculated in accordance with IFRS is net income (loss).

ADJUSTED EBITDA	Q3-F2016	Q4-F2016	Q1-F2017	Q2-F2017	Q3-F2017	Q4-F2017	Q1-F2018	Q2-F2018
Net income (loss)	\$367,720	\$624,887	\$(755,547)	\$(5,755,215)	\$(2,345,586)	\$(2,033,330)	\$(1,401,776)	\$1,077,686
Add: Interest expense (income)	117,107	94,232	36,543	(132,539)	(114,444)	(66,630)	(43,788)	1,142,782
Income tax	-	-	-	-	-	-	-	-
Depreciation and amortization	203,734	244,883	302,808	805,944	377,514	512,518	485,621	616,925
Less: fair value adjustment to biological assets and net realizable value adjustment to inventory	687,651	937,510	(689,035)	(366,986)	(577,803)	264,464	721,767	4,384,211
Adjusted EBITDA	\$ 910	\$ 26,492	\$ 272,839	\$(4,714,824)	\$(1,504,713)	\$(1,851,906)	\$(1,681,710)	\$(1,546,818)

CASH FLOW

This is a non-GAAP measure and the Company calculates cash flow as net profit before income tax, depreciation, share-based compensation, and the fair value adjustment to biological assets and inventory. Management believes the exclusions are a better representation of cash performance. The fair value adjustment is a non-cash gain (loss) and is based on fair market value less cost to sell. The most directly comparable measure calculated in accordance with IFRS is net income (loss).

CASH FLOW	Q3-F2016	Q4-F2016	Q1-F2017	Q2-F2017	Q3-F2017	Q4-F2017	Q1-F2018	Q2-F2018
Net income (loss)	\$367,720	\$624,887	\$(755,547)	\$(5,755,215)	\$(2,345,586)	\$(2,033,330)	\$(1,401,776)	\$1,077,686
Add: Income tax	-	-	-	-	-	-	-	-
Depreciation and amortization	203,734	244,883	302,808	805,944	377,514	512,518	485,621	616,925
Share-based compensation	66,562	164,321	273,719	291,395	221,663	916,313	745,623	1,153,625
Less: fair value adjustment to biological assets and net realizable value adjustment to inventory	687,651	937,510	(689,035)	(366,986)	(577,803)	264,464	721,767	4,384,211
Cash Flow	\$(49,635)	\$96,581	\$510,015	\$(4,290,890)	\$(1,168,606)	\$(868,963)	\$(892,299)	\$(1,535,975)



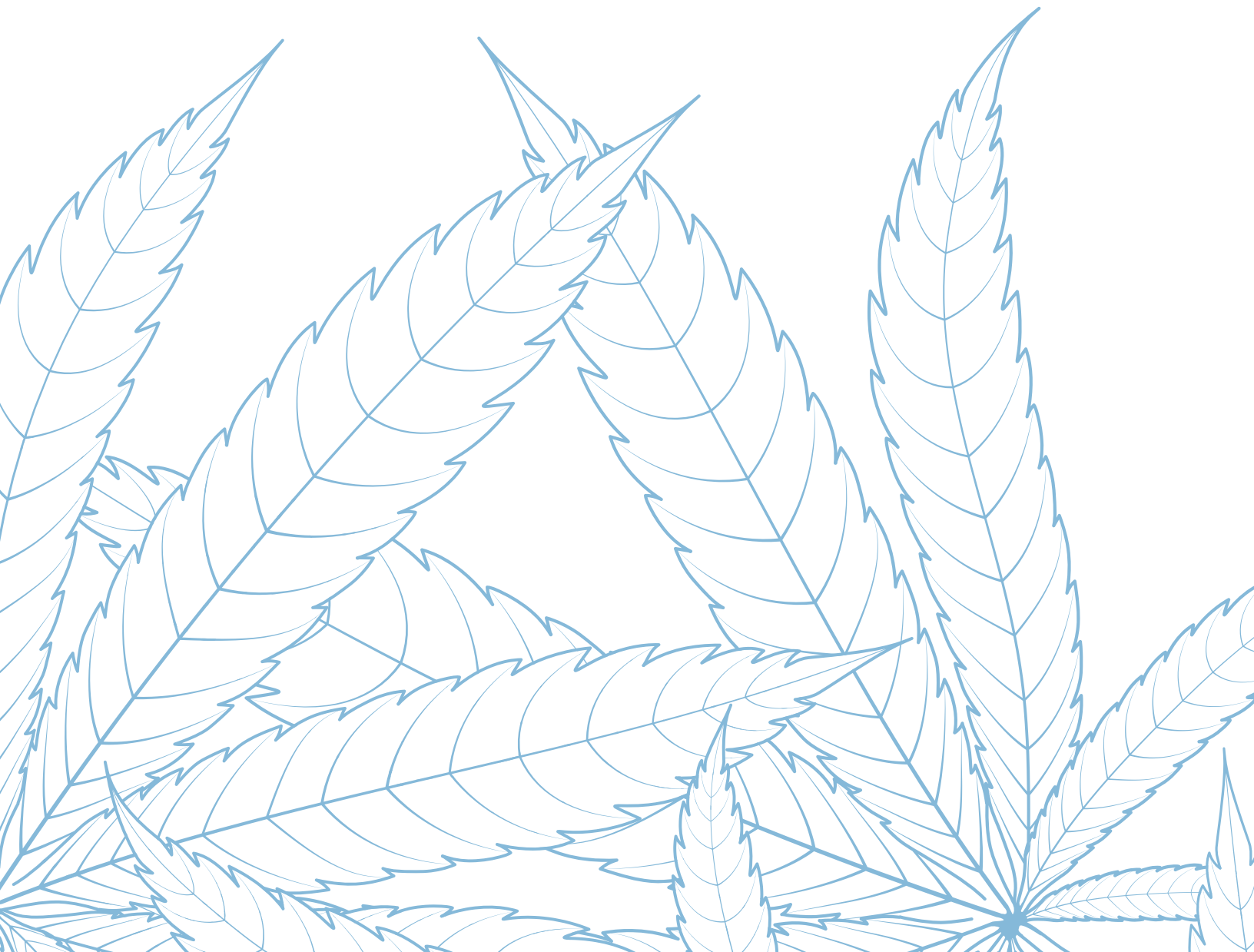
3.1 SUBSEQUENT EVENTS



3.1 SUBSEQUENT EVENTS

(I) ISSUANCE OF STOCK OPTIONS

On March 1, 2018, the Company issued 5,000 employee options to purchase 5,000 common shares of the Company, to an employee of OGI, at an exercise price of \$4.36 per share. The options vest over a two-year period. Vested options may be exercised until 2028, subject to forfeiture provisions requiring the options to expire ninety days after termination of the individual's employment.





4.1 CHANGES IN
ACCOUNTING POLICIES



4.1 CHANGES IN ACCOUNTING POLICIES

New standards and interpretations adopted:

DISCLOSURE INITIATIVE (AMENDMENTS TO IAS 7)

This amendment was issued on December 18, 2014. The amendment requires entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including non-cash changes and changes arising from cash flows. The amendment was effective for annual reporting periods beginning on or after January 1, 2017. There has been no effect on the Company's financial statements.

AMENDMENTS TO IAS 12 – INCOME TAXES

This amendment provides clarity on recognition of deferred tax assets for unrealized losses to address diversity in practice. The amendment was effective for annual reporting periods beginning on or after January 1, 2017. There has been no effect on the Company's financial statements.





5.1 PRE-TAX OPERATING
EARNINGS

5.2 RESULTS OF OPERATIONS

5.3 RELATED PARTY
TRANSACTIONS



5.1 PRE -TAX OPERATING EARNINGS

The following are the statements of income for the three-months and six-months ended February 28, 2018 and 2017:

REVENUE	3-MONTHS ENDED FEBRUARY 28		6-MONTHS ENDED FEBRUARY 28	
	2018	2017	2018	2017
Sales	\$ 3,219,302	\$ 1,445,180	\$ 5,906,208	\$ 3,675,851
Less: sales returns	469,471	(2,026,349)	468,904	(2,026,349)
Net sales	3,688,773	(581,169)	6,375,112	1,649,502
Cost of sales	1,363,150	941,939	2,698,395	1,629,200
Indirect production	187,038	2,087,250	642,014	2,178,734
	2,138,585	(3,610,358)	3,034,703	(2,158,432)
Fair value adjustment to biological assets and inventories net realizable value reduction to inventories	4,384,211	(366,986)	5,105,978	(1,056,021)
Gross margin	6,522,796	(3,977,344)	8,140,681	(3,214,453)
EXPENSES				
General and administrative	2,002,018	914,444	3,187,000	1,454,699
Sales and marketing	1,146,685	704,571	2,279,529	1,372,491
Share-based compensation	1,153,625	291,395	1,899,248	565,114
Total expenses	4,302,328	1,910,410	7,365,777	3,392,304
Income (loss) from operations	2,220,468	(5,887,754)	774,904	(6,606,757)
Financing costs	1,429,015	62,980	1,479,856	163,938
Investment income	(286,233)	(195,519)	(380,862)	(259,933)
Net income (loss) and comprehensive income (loss)	\$ 1,077,686	\$ (5,755,215)	\$ (324,090)	\$ (6,510,762)
Weighted-average number of shares, basic	121,497,486	97,082,387	113,078,011	91,965,738
Net income (loss) income per common share, basic	\$ 0.009	\$ (0.059)	\$ (0.003)	\$ (0.071)
Weighted-average number of shares, diluted	131,933,767	97,082,387	113,078,011	91,965,738
Net income (loss) per common share, diluted	\$ 0.008	\$ (0.059)	\$ (0.003)	\$ (0.071)

5.2 RESULTS OF OPERATIONS

SUMMARY OF QUARTERLY RESULTS

REVENUE

The Company's sales include dried flower to medical patients and wholesale, cannabis oil, accessories revenue, and revenue from THC. For the three-months ended February 28, 2018, the Company posted net sales of \$3,688,773 from 237,650 grams of dried flower and 552,250 ml of oil sold versus \$(581,169) for the quarter ended February 28, 2017 on sales of 141,640 grams of dried flower and 139,200 ml of oil.

During the quarter ended February 28, 2018, sales returns incurred a net recovery of \$469,471 including \$470,931 of unused credits issued through a client care program. The comparable period ending February 28, 2017 incurred credits issued through a client care program of \$2,026,349.

Organigram posted revenue for the six-months ended February 28, 2018 of \$6,375,112 on 432,725 grams of dried flower and 970,850 ml of oil sold versus \$1,649,502 on 401,931 grams of dried flower and 216,400 ml of oil during the six months ended February 28, 2017.

COST OF SALES AND GROSS MARGIN

The gross margin for the quarter ended February 28, 2018 and 2017 was \$6,522,796 and \$(3,977,344) respectively. Included in gross margin are the changes in the fair value of biological assets and inventory related to IFRS standard IAS41. Gross margins for the six-month periods ending February 2018 and 2017 were \$8,140,681 and \$(3,214,453) respectively. The increase in fair value of biological assets and inventories is due to additional production capacity that began to come online near the end of February in conjunction with increased yield experience per plant harvested in Q2-2018 vs. Q1-2018 and fiscal 2017.

The cost of sales primarily consists of the following:

- 1) Costs of sales of cannabis (dried flower and oil) include the direct costs of materials and labour and depreciation of manufacturing related items such as building and equipment related to the production of cannabis sold. This includes growing, cultivation and harvesting costs, quality assurance and quality control, as well as packaging and labelling.
- 2) Cost of sales also includes the costs related to other products such as vaporizers and cookbooks and costs related in the generation of THC revenues.
- 3) Also included are the production costs of late-stage biological assets that are disposed of and inventory that does not pass the Company's quality assurance standards are expensed to indirect production. Indirect production for the three-month period ended February 28, 2018 was \$187,038 versus \$2,087,250 for the three months ended February 28, 2017 and \$642,014 versus \$2,178,734 for the six-months ended February 28, 2018 and 2017 respectively.

GENERAL AND ADMINISTRATIVE

In the quarter ended February 28, 2018, the Company incurred expenses of \$2,002,018 versus \$914,444 in the comparable 2017 prior period. During the six months ended February 28, 2017, the Company incurred expenses of \$3,187,500 versus \$1,454,699 during the six months ended February 28, 2017.

The increase from the comparable periods is related to an increase in internal resources, office and general expenses, office building depreciation, and shareholder related fees as the Company increased sales volumes and continues planning for the recreational market.

SALES AND MARKETING

Increased sales volumes and planning for the adult recreational market has resulted in increased spending quarter over quarter, and year over year. These expenses include increased client service and sales staff, increases in freight due to increased shipping distances, educational materials, as well as commissions on sales. In the quarter ending February 28, 2018, the Company incurred sales and marketing expenses of \$1,146,685 versus \$704,571 in the quarter ended February 28, 2017. During the six months ended February 28, 2018, the Company incurred sales and marketing expenses of \$2,279,529 versus \$1,372,491 in the prior year period.

SHARE- BASED COMPENSATION

The company recognized \$1,153,625 in share-based compensation for the quarter ended February 28, 2018 compared to \$291,395 in the quarter ended February 28, 2017. Options granted in the recent period were 1,470,000 compared to 245,000 in the quarter ended February 28, 2017. Included in the quarter ending February 28, 2018 were 1,295,000 options issued to key management personnel.

During the six months ended February 28, 2018, the company issued share based compensation valued at \$1,899,248 versus \$565,114 in the six months ended February 28, 2017. Options granted in the six months ended were 1,696,648 compared to 2,238,100 in the six months ended February 28, 2017.

Share-based compensation was valued using the Black-Scholes valuation model and represents a non-cash expense.

FINANCING COSTS AND INVESTMENT INCOME

For the quarter ending February 28, 2018, the Company incurred \$1,429,015 in financing costs less \$286,233 in investment income versus \$62,980 in financing costs less \$195,519 in investment income during quarter ended February 28, 2017.

These finance costs are related to long-term debt of \$3,482,785 at February 28, 2018 (\$3,643,759 - February 28, 2017) and a debenture payable of \$92,804,684 at February 28, 2018 (\$nil - February 28, 2017). The investment income is related to the short-term investments of \$124,200,000 at February 28, 2018 (\$54,275,000 - February 28, 2017).

For the six-month period ending February 28, 2018, the Company incurred \$1,479,856 in financing costs less \$380,862 in investment income versus \$163,938 in financing costs less \$259,933 in investment income during the six-month period ended February 28, 2017.

THE LONG-TERM DEBT RECEIVED IS AS FOLLOWS:

	FEBRUARY 28, 2018	AUGUST 31, 2017
Farm Credit Canada credit facility - maturing December 1, 2019 with a 10 year amortization 6.20%)	\$ 1,851,150	\$ 1,959,564
Farm Credit Canada - real property loan maturing December 1, 2020 with a 10 year amortization and 5 year term variable rate plus 2.15% (currently 6.60%)	1,256,739	1,317,818
Atlantic Canada Opportunities Agency - Business Development Loan - matured May 31, 2017, bearing interest at an interest rate of 7%	-	29,625
Atlantic Canada Opportunities Agency - Business Development Program - loan maturing September 1, 2024 with a 7 year amortization, bearing interest at an interest rate of 0%	421,458	262,300
Deferred financing	(46,562)	(51,001)
	3,482,785	3,518,306
Less: current portion of long term debt	(397,558)	(389,816)
Long-term portion	\$ 3,085,227	\$ 3,128,490

THE BALANCE OF THE UNSECURED CONVERTIBLE DEBENTURES IS AS FOLLOWS:

	FEBRUARY 28, 2018	AUGUST 31, 2017
Debentures - maturing January 30, 2020 bearing interest upon maturity at an interest rate of 6.00%	\$ 115,000,000	\$ -
Less: allocation to reserve for options and warrants for debenture discount	(16,905,000)	-
Amortization of debenture discount	590,518	-
Less: issue costs	(6,093,697)	-
Amortization of issue costs	212,863	-
	92,804,684	-
Less: current portion of debentures	-	-
Long-term portion	\$ 92,804,684	\$ -

The investment income earned is from the following:

DESCRIPTION	INTEREST %	FEBRUARY 28, 2018	AUGUST 31, 2017
Maturing December 22, 2017, redeemed	1.19%	\$ -	\$ 2,000,000
Maturing December 22, 2017, redeemed	1.19%	-	5,000,000
Maturing December 27, 2017, redeemed	1.20%	-	5,000,000
Maturing December 28, 2017, matured	1.46%	-	20,000,000
Maturing December 21, 2018,	Prime-2.15%	10,000,000	-
Maturing December 21, 2018,	Prime-2.15%	10,000,000	-
Maturing December 21, 2018,	Prime-2.15%	5,000,000	-
Maturing January 30, 2019	1.45%	90,000,000	-
Maturing February 25, 2019	1.45%	9,200,000	-
		\$ 124,200,000	\$ 32,000,000

All short-term investments are guaranteed investment certificates with a Schedule I bank, which are redeemable prior to maturity.

NET (INCOME) LOSS

The net income (loss) for the quarter ended February 28, 2018 was \$1,077,686 or \$0.009 per share (basic) and \$0.008 per share (diluted), compared to the quarter ending February 28, 2017 of a net loss of \$5,755,215 or \$0.059 per share (basic and diluted). The increase in net income over the previous quarter ending November 30, 2017 is due to the positive fair value adjustment to the company's inventories, decrease in indirect production expense, and recovery of unused credits previously issued through a client care program. These items also resulted in a net loss for the six-month period ending February 28, 2018 of \$324,090 versus a net loss of \$6,510,762 for the six months ended February 28, 2017.

5.3 RELATED PARTY TRANSACTIONS

TRANSACTIONS AND BALANCES WITH RELATED ENTITIES

Certain directors, management, and other related parties controlled by directors of the Company were purchased convertible debentures as part of a November 27, 2015 private placement. The convertible debentures carried a 6.75% interest rate and were to expire on December 31, 2018. During the quarter ended February 28, 2017, these debentures were converted into 110,713 common shares.

MANAGEMENT AND BOARD COMPENSATION

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. For the three-month period ended February 28, 2018, the Company's expenses included \$442,978 (three-months ended February 28, 2017 - \$198,675) for salary and/or consulting fees paid to key management personnel. In addition, 1,295,000 options (three-months ended February 28, 2017 - nil) were granted during the three-month period ended February 28, 2018 to key management personnel at an average exercise price of \$3.76 (three-months ended February 28, 2017 - \$nil). For the six-month period ended February 28, 2018, the Company's expenses included \$809,901 (six-months ended February 28, 2017 - \$365,773) for salary and/or consulting fees paid to key management personnel. In addition, 1,461,648 options (six-months ended February 28, 2017 - 835,600) were granted during the six-month period ended February 28, 2018 to key management personnel at an average exercise price of \$3.63 (three-months ended February 28, 2017 - \$1.42).





6.1 LIQUIDITY AND CAPITAL
RESOURCES

6.2 SHARE DATA

6.3 BALANCE SHEET

6.4 FAIR VALUE OF
FINANCIAL INSTRUMENTS



6.1 LIQUIDITY AND CAPITAL RESOURCES

The following highlights the Company's cash flows during the six-months ended February 28, 2018 and 2017.

	FEBRUARY 28, 2018	FEBRUARY 28, 2017
NET CASH PROVIDED BY (USED)		
Operating Activities	\$ 2,080,588	\$ (2,536,164)
Financing Activities	167,195,816	39,690,990
Investing Activities	(117,515,543)	(45,683,950)
Cash Provided (Used)	\$ 51,760,861	\$ (8,529,124)
Cash Position		
Beginning of period	1,957,370	9,857,637
End of period	\$ 53,718,231	\$ 1,328,513

On February 28, 2018, the Company had a cash balance of \$53,718,231 compared to \$1,328,513 for the comparable period.

The cash provided by operating activities was \$2,080,588 primarily driven by a net loss of \$324,090 offset by non-cash items for depreciation and loss on disposals of \$1,102,546, share-based compensation of \$1,899,248, amortization of convertible debenture discount and issue costs of \$803,381, financing costs of \$672,035, and a net change in working capital balances of \$(2,142,566).

For the six-month period ending February 28, 2017, the cash used by operating activities was \$2,536,164 primarily driven by a net loss of \$6,510,762 offset by non-cash items for depreciation of \$1,108,752, share-based compensation of \$565,114 and working capital balances of \$2,496,183.

The cash provided by financing activities was \$167,195,816, driven by a share issuance for gross proceeds of \$57,500,002, debentures issued for gross proceeds of \$115,000,000, and stock options and warrants exercised for \$6,230,303. This was offset by issue costs of \$10,822,496 and financing costs of \$672,035.

For the six-month period ending February 28, 2017, the cash provided by financing activities was \$39,690,990 driven by a bought deal on December 7, 2016 for \$40,253,450 in shares issued and stock options and warrants exercised for \$3,160,818 offset by issue costs of \$2,611,617 and repayment of long term debt of \$1,153,370.

The cash used by investing activities was \$117,515,543 primarily driven by investments in short-term interest-bearing certificates for \$124,200,000 less withdrawals \$32,000,000, and acquisition of property, plant and equipment for \$25,711,195. Included in the acquisition was the purchase of land and building located adjacent to the Company's property, located at 55 English Drive for a purchase price of \$2,000,000. Of the purchase price, \$99,000 was allocated to land and the remainder to building.

For the six-month period ending February 28, 2017, the cash used by investing activities was \$45,683,040 primarily driven by acquisition of property, plant and equipment for \$14,698,040 and investing in short-term interest-bearing certificates for \$36,000,000 less redemptions of \$4,500,000. Property, plant and equipment included the acquisition of an adjacent property for expanding operations located at 320 Edinburgh Drive in Moncton, New Brunswick for a purchase price of \$7,925,049, including closing costs.

6.2 SHARE DATA

(I) OUTSTANDING SHARES, WARRANTS AND OPTIONS

The following table sets out the number of shares, warrants and options outstanding as at February 28, 2018 and April 24, 2018:

FULLY DILUTED SHARES	FEBRUARY 28, 2018	APRIL 24, 2018
Common shares issued and outstanding	124,549,696	124,582,296
Investor warrants	8,103,637	8,103,637
Compensation options	7,695,964	7,666,664
Convertible debentures ¹	21,217,712	21,217,712
Total fully diluted shares	<u>161,567,009</u>	<u>161,570,309</u>

Footnote 1 - if converted at \$5.42 a share

(II) SHARE-BASED COMPENSATION

Under the Company's stock option plan, options may be granted for up to 10% of the issued and outstanding common shares, as approved by the Company's Board of Directors. The exercise price of any option may not be less than the Company's closing market price on the day prior to the grant of the options less the applicable discount permitted by the TSX-V.

The maximum exercise period after the grant of an option is 10 years. When an employee's service ends, the expiry date of his/her options is accelerated to 90 days thereafter, or less, depending on the terms of the related option agreement. The Company also issues stock options to third parties in exchange for services.

The change in the options outstanding during the period is as follows:

	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance – September, 2017	6,352,049	\$1.48
Granted	226,648	\$2.70
Exercised	(181,950)	\$1.36
Cancelled/Forfeited	(66,450)	\$1.25
<u>BALANCE – NOVEMBER 30, 2017</u>	<u>6,330,297</u>	<u>\$1.53</u>
Granted	1,470,000	\$3.84
Exercised	(53,933)	\$1.80
Cancelled/Forfeited	(50,400)	\$3.10
<u>BALANCE – FEBRUARY 28, 2018</u>	<u>7,695,964</u>	<u>\$1.96</u>

Options outstanding have exercise prices that range from \$0.30 to \$5.50 with a weighted average remaining life of 8 years. Total share-based compensation expense for the three-month period ending February 28, 2018 was \$1,118,875 (three-month period ending February 28, 2017 – \$291,395) of which, \$1,015,994 related to the Company's stock option plan. Total share-based compensation expense for the six-month period ending February 28, 2018 was \$1,864,498 (six-month period ending February 28, 2017 – \$565,114) of which, \$1,604,339 related to the Company's stock option plan. These options are measured at fair value at the date of grant and are expensed over the option's vesting period. In determining the amount of share-based compensation, the Company used the Black-Scholes option pricing model to establish the fair value of options granted year to date by applying the following assumptions:

	FEBRUARY 28, 2018	FEBRUARY 28, 2017
Risk free interest rate %	1.58 - 2.22	0.55 - 1.45
Expected life of options (years)	4.99 - 6.50	0.54 - 8.00
Expected annualized volatility %	62.1 - 66.2	56.6 - 83.9
Expected dividend yield %	-	

Volatility was estimated by using the historical volatility of other companies that the Company considers comparable that have trading and volatility history. The expected life in years represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on Canada government bonds with a remaining term equal to the expected life of the options.

6.3 BALANCE SHEET

The following is the financial position of the Company as at February 28, 2018 and August 31, 2017:

ASSETS	FEBRUARY 28, 2018	AUGUST 31, 2017
Current Assets		
Cash	\$ 53,718,231	\$ 1,957,370
Short term investments	124,200,000	32,000,000
Accounts receivable	3,017,240	4,072,871
Biological assets	4,601,241	2,779,946
Inventories	8,710,411	2,625,858
Prepaid expenses	1,731,020	1,230,239
	<u>195,978,143</u>	<u>44,666,284</u>
Property, plant and equipment	69,940,060	45,346,206
Deferred charges	701,886	467,490
Goodwill	2,154,761	2,154,761
	<u>\$ 268,774,850</u>	<u>\$ 92,634,742</u>
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 11,708,625	\$ 6,258,341
Current portion of long term debt	397,558	389,816
	<u>12,106,183</u>	<u>6,648,157</u>
Long-term Debt	3,085,227	3,128,490
Unsecured convertible debentures	92,804,684	-
	<u>107,996,094</u>	<u>9,776,647</u>
SHAREHOLDERS' EQUITY		
Share capital	152,398,027	99,531,488
Reserve for options and warrants	28,459,505	3,081,293
Accumulated deficit	(20,078,776)	(19,754,686)
	<u>160,778,756</u>	<u>82,858,095</u>
	<u>\$ 268,774,850</u>	<u>\$ 92,634,742</u>

As at the date hereof, the Company has no off-balance sheet arrangements.

6.4 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly fashion between market participants. The Company does not record any financial instruments at fair value. The Company's financial instruments include cash, short-term investments, accounts receivable, accounts payable, accrued liabilities, long-term debt and unsecured convertible debentures. The carrying values of these financial instruments approximate fair value.

Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The fair value of cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities, and long-term debt are classified as level 2 measurements. During the year, there were no transfers of amounts between Level 1, 2 and 3.





7.1 FINANCIAL RISK FACTORS

7.2 COMMITMENTS AND
CONTINGENT LIABILITIES



7.1 FINANCIAL RISK FACTORS

The Company is exposed to various risks through its financial instruments, as follows:

(I) CREDIT RISK

The credit risk arises from deposits with banks, short-term investments and outstanding receivables. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables out of the normal course of business, management may obtain guarantees and general security agreements. The maximum exposure to credit risk approximates the \$180,935,471 of cash, short term investments and accounts receivable on the balance sheet.

As of February 28, 2018, and August 31, 2017, the Company's aging of trade receivables (net of a provision for doubtful accounts) was approximately as follows:

	FEBRUARY 28, 2018		AUGUST 31, 2017	
0-60 days	\$	526,472	\$	400,204
61-120 days		468,528		89,372
Total	\$	995,000	\$	489,576

The Company had a provision for doubtful accounts of \$38,173 at February 28, 2018 (August 2017 - \$13,613).

(II) LIQUIDITY RISK

The Company's liquidity risk is the risk the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. At February 28, 2018, the Company had \$53,718,231 (August 31, 2017 - \$1,957,370) of cash and cash equivalents and working capital of \$183,871,960 (August 31, 2017- \$38,018,127).

The Company is obligated to the following contractual maturities relating to their undiscounted cash flows:

	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	FISCAL 2018	FISCAL 2019-2021	FISCAL 2021-2022
Accounts payable and accrued liabilities	\$ 11,708,625	\$ 11,708,625	\$ 11,708,625	\$ -	\$ -
Long-term debt	3,482,785	3,482,785	189,292	868,989	910,157
Unsecured convertible debentures	92,804,684	115,000,000	-	115,000,000	-
Interest payments	-	-	3,544,500	10,100,954	226,999
	<u>\$ 107,996,094</u>	<u>\$ 130,191,410</u>	<u>\$ 15,442,417</u>	<u>\$ 125,969,943</u>	<u>\$ 1,137,157</u>

(III) MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of:

Interest risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk at February 28, 2018 pursuant to the variable rate loans described in the long-term debt schedule. A 1% change in prime interest rates will increase or decrease the Company's interest expense by \$31,079 per year.

(IV) CONCENTRATION RISK

The Company's accounts receivable is primarily due from the Federal Government, legal trusts, and patients covered under group insurance, and, thus, the Company believes that the accounts receivable balance is collectible.

(V) DEPENDENCE ON SENIOR MANAGEMENT

The success of the Company and its strategic focus is dependent to a significant degree upon the contributions of senior management. The loss of any of these individuals, or an inability to attract, retain and motivate sufficient numbers of qualified senior management personnel could adversely affect its business. This risk is partially mitigated by the fact that the senior management team are significant shareholders in the Company. As well, implementation of employee compensation packages, composed of monetary short-term compensation and long-term stock based compensation, has been designed for the retention of key employees.

(VI) SUFFICIENCY OF INSURANCE

The Company maintains various types of insurance which may include financial institution bonds; errors and omissions insurance; directors', trustees' and officers' insurance; property coverage; and, general commercial insurance. There is no assurance that claims will not exceed the limits of available coverage; that any insurer will remain solvent or willing to continue providing insurance coverage with sufficient limits or at a reasonable cost; or, that any insurer will not dispute coverage of certain claims due to ambiguities in the policies. A judgment against any member of the Company in excess of available coverage could have a material adverse effect on the Company in terms of damages awarded and the impact on the reputation of the Company.

(VII) COMPETITION

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company.

Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. If the number of users of medical marijuana in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products and pricing strategies. To remain competitive, the Company will require a continued high level of investment in marketing, sales and client support. The Company may not have sufficient resources to maintain marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

(VIII) GENERAL BUSINESS RISK AND LIABILITY

Given the nature of Company's business, it may from time to time be subject to claims or complaints from investors or others in the normal course of business. The legal risks facing the Company, its directors, officers, employees or agents in this respect include potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. Some violations of securities laws and breach of fiduciary duty could result in civil liability, fines, sanctions, or the suspension or revocation of the Company's right to carry on its existing business. The Company may incur significant costs in connection with such potential liabilities.

(IX) REGULATION OF THE MARIJUANA INDUSTRY

The Company is heavily regulated in all jurisdictions where it carries on business. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over the activities of the Company, including the power to limit or restrict business activities as well as impose additional disclosure requirements on the Company's products and services.

Possible sanctions include the revocation or imposition of conditions on licenses to operate the Company's business; the suspension or expulsion from a particular market or jurisdiction or of its key personnel; and, the imposition of fines and censures. To the extent that existing or future regulations affect the sale or offering of the Company's product or services in any way, the Company's revenues may be adversely affected.

(X) REGULATORY RISKS

The business and activities of the Company are heavily regulated in all jurisdictions where it carries on business. The Company's operations are subject to various laws, regulations and guidelines by governmental authorities, particularly Health Canada, relating to the manufacture, marketing, management, transportation, storage, sale, pricing and disposal of medical marijuana and cannabis oil, and also including laws and regulations relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over the activities of the Company, including the power to limit or restrict business activities as well as impose additional disclosure requirements on the Company's products and services.

Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the production and sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Failure to comply with the laws and regulations applicable to its operations may lead to possible sanctions including the revocation or imposition of additional conditions on licenses to operate the Company's business; the suspension or expulsion from a particular market or jurisdiction or of its key personnel; and, the imposition of fines and censures. To the extent that there are changes to the existing laws and regulations or the enactment of future laws and regulations that affect the sale or offering of the Company's products or services in any way, the Company's revenues may be adversely affected.

While the Company currently anticipates the legalization of recreational marijuana use in Canada in the future, there can be no assurances that recreational marijuana use in Canada will in fact be legalized in the near term, or at all. The Company has invested a considerable amount of funds into the expansion of its production facilities, including the 35 English Drive, 55 English Drive, 91 English Drive, and the 320 Edinburgh Drive Expansion, in anticipation of the legalization of recreational marijuana use in Canada and any significant delay in legalization or a decision by the government of Canada and other relevant regulatory authorities to not proceed with legalization could have a material adverse effect on the business, results of operations and financial condition of the Company.

(XI) CHANGE IN LAWS, REGULATIONS AND GUIDELINES

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of medical marijuana but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. While to the knowledge of the Company's management, it is currently in compliance with all such laws, changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause adverse effects to the Company's operations.

(XII) RELIANCE ON LICENSE RENEWAL

The Company's ability to grow, store and sell medical marijuana in Canada is dependent on the license from Health Canada. Failure to comply with the requirements of the license or any failure to maintain this license would have a material adverse impact on the business, financial condition and operating results of the Company. The license was renewed March 28, 2017 and expires March 27, 2020. Although management believes it will meet the requirements of the ACMPR annually for extension of the license, there can be no guarantee that Health Canada will extend or renew the license or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the license, or should it renew the license on different terms or not allow for anticipated capacity increases, the business, financial condition and results of the operations of the Company will be materially adversely affected.

(XIII) RELIANCE ON A SINGLE FACILITY

To date, The Company's activities and resources have been primarily focused on its main production facility at 35 English Drive in Moncton, New Brunswick and the Company will continue to rely on this facility for the foreseeable future. Adverse changes or developments affecting the facility could have a material and adverse effect on the Company's business, financial condition and prospects.

(XIV) FACTORS WHICH MAY PREVENT REALIZATION OF GROWTH TARGETS

The Company's growth strategy contemplates outfitting the Moncton facility with additional production resources. There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following:

- delays in obtaining, or conditions imposed by, regulatory approvals;
- failure to obtain anticipated license capacity increases;
- plant design errors, non-performance by third party contractors, increases in materials or labour costs; or, construction performance falling below expected levels of output or efficiency
- environmental pollution;
- contractor or operator errors; or, breakdowns, aging or failure of equipment or processes;
- labour disputes, disruptions or declines in productivity; or, inability to attract sufficient numbers of qualified workers;
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

As a result, there is a risk that the Company may not have product, or sufficient product, available for shipment, to meet the expectations of its potential customers or in its business plan.

(XV) RISKS INHERENT IN AN AGRICULTURAL BUSINESS

The Company's business involves the growing of medical marijuana, an agricultural product. As such, the business is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks that may create crop failures and supply interruptions for the Company's customers. Although the Company grows its products indoors under climate controlled conditions and carefully monitors the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of its products.

(XVI) VULNERABILITY TO RISING ENERGY COSTS

The Company's medical marijuana growing operations consume considerable energy, making the Company vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of the Company and its ability to operate profitably.

(XVII) PUBLICITY OR CONSUMER PERCEPTION

The Company believes the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of the Company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana 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 favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and the Company's cash flows. The Company'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 the Company, the demand for the Company's products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's products specifically, or associating the consumption of medical marijuana with illness or other 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 appropriately or as directed.

(XVIII) PRODUCT LIABILITY

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Company.

There can be no assurances that the Company 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 Company's potential products. As of the current date, the Company has a small amount of insurance coverage for product liabilities.

(XIX) PRODUCT RECALLS

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

(XX) RELIANCE ON KEY INPUTS

The Company's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Company. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Company.

(XXI) DIFFICULTIES WITH FORECASTS

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the medical marijuana industry in Canada. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

(XXII) EXCHANGE RESTRICTIONS ON BUSINESS

The TSX-V's listing conditions, for the Company, required it to deliver an undertaking confirming that, while listed on the Exchange, the Company will only conduct the business of production, acquisition, sale and distribution of medical marijuana in Canada as permitted under the Health Canada license. This undertaking could have an adverse effect on the Company's ability to export marijuana from Canada and on its ability to expand its business into other areas including the provision of non-medical marijuana in the event that the laws were to change to permit such sales and the Company is still listed on the Exchange and still subject to such undertaking at the time. This undertaking may prevent the Company from expanding into new areas of business when the Company competitors have no such restrictions. All such restrictions could materially and adversely affect the growth, business, financial condition and results of operations of the Company.

(XXIII) MANAGEMENT OF GROWTH

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company 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. If the Company is unable to deal with this growth; that may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

(XXIV) LITIGATION

The Company 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 Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's common shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

(XXV) DIVIDENDS

The Company has no earnings or dividend record and may not pay any dividends on its common shares in the foreseeable future. Dividends paid by the Company could be subject to tax and, potentially, withholdings.

(XXVI) LIMITED MARKET FOR SECURITIES

The Company's common shares are listed on the TSX-V, however, there can be no assurance that an active and liquid market for the common shares will be maintained and an investor may find it difficult to resell any securities of the Resulting Issuer.

(XXVII) ENVIRONMENTAL AND EMPLOYEE HEALTH AND SAFETY REGULATIONS

The Company'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 non-hazardous materials and wastes, and employee health and safety. The Company 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 in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's 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 Company.

7.2 COMMITMENTS AND CONTINGENT LIABILITIES

(I) CONTINGENT LIABILITIES

The Company recognizes loss contingency provisions for probable losses when management is able to reasonably estimate the loss. When the estimated loss lies within a range, the Company records a loss contingency provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the minimum amount is recorded. As information becomes known a loss contingency provision is recorded when a reasonable estimate can be made. The estimates are reviewed at each reporting date and the estimates are changed when expectations are revised. An outcome that deviates from the Company's estimate may result in an additional expense or release in a future accounting period.

During 2015, the Company was named as a defendant in a law suit in New Brunswick for breach of confidence, conversion, breach of contract, conspiracy and breach of trust, breach of fiduciary duty, and negligent misrepresentation. The Company believes the law suit to be without merit though they will rigorously defend the action. A provision has been made in these consolidated financial statements for the claim.

On March 3, 2017, a Claim in connection with a proposed class-action lawsuit was filed with the Supreme Court of Nova Scotia seeking to represent a Class who purchased and consumed medical marijuana that was later found to contain trace elements of the pesticides myclobutanil and bifentazate which are not approved for use by Licensed Producers and were the subject of the Company's product recalls in December 2016 and January 2017. The Claim identifies several causes of action including, among others: (i) negligent design, development and testing, (ii) negligent manufacturing, (iii) negligent distribution, marketing and sale, (iv) breach of contract, and (v) breach of the Competition Act, the Consumer Protection Act, the Sale of Goods Act and the Food and Drugs Act, and is seeking remedy in the form of, among other things, the disgorgement of profits accrued to the Company for the sale of contaminated products, damages in the form of the total funds required to establish a medical monitoring process for the benefit of the Class, exemplary or punitive damages and certain costs. The Claim also contains a request for an order certifying the proceeding as a class proceeding.

On November 16, 2017, the Claim was amended to include a claim for alleged adverse health consequences caused as a result of using the recalled product. As at the date hereof, the Company has not received any medical information demonstrating adverse health effects caused as a result of using the recalled product.

The Company and its insurers are contesting the litigation. The litigation process will continue into the foreseeable future before the class action suit is certified by the court and unless settled out of court. No amount has been recorded in the consolidated financial statements since the amount cannot be reliably measured at this point.

For the three-month period ending February 2017, the Company recognized \$2,026,349 in sales returns to uninsured customers for credits arising from the product recall which represents a divestiture of the profits earned through a client credit program.

GREG ENGEL

Director and CEO

PETER AMIRAUT²

Chairman of the Board

DERRICK WEST^{1,2}

Chair of the Audit Committee

MICHEL J. BOURQUE²

Chair of the Governance, Nominating, Compensation and Human Resources Committees

DR. KENNETH MITTON

Independent Director

PAOLO DE LUCA¹

Chief Financial Officer

RAYMOND GRACEWOOD

Chief Commercial Officer

MICHAEL TRIPP¹

Chief Legal Officer

¹ Note: Subject to Health Canada regulatory approval.

² Independent Director.

