ABcann Global Corporation
(formerly Panda Capital Inc.)
Condensed Interim Financial Statements
Three Months Ended March 31, 2017 and 2016
(unaudited)

The accompanying unaudited condensed interim financial statements for the three months ended March 31, 2017 and 2016 have not been reviewed by the Corporation's auditors. These financial statements are the responsibility of the management and have been reviewed and approved by the Corporation’s Audit Committee.

ABcann Global Corporation (formerly Panda Capital Inc.)
Condensed Interim Statements of Financial Position
(unaudited, in Canadian dollars)

As at		***March 31, 2017***		*December 31, 2016*
Assets				
Current				
Cash	**$**	**632,430**	$	30,870
Short term investments *(Note 5)*		**-**		151,500
	$	**632,430**	$	182,370
Liabilities				
Current				
Accounts payable and accrued liabilities	**$**	**87,060**	$	77,612
Due to related party *(Note 6)*		**5,642**		24,568
Convertible debenture *(Note 7)*		**330,971**		-
Derivative liability *(Note 8)*		**279,262**		-
		702,935		102,180
Shareholders' Equity				
Share capital *(Note 9)*		**651,651**		651,651
Contributed Surplus		**181,033**		181,033
Deficit		**(903,189)**		(752,494)
		(70,505)		80,190
	$	**632,430**	$	182,370

Nature of the Organization *(Note 1)*

Approved on behalf of the Board

[signed] "Aaron Keay"
Director

[signed] "Ying (Jenny) Guan"
Chief Financial Officer

The accompanying notes are an integral part of these condensed interim financial statements

ABcann Global Corporation (formerly Panda Capital Inc.)
Condensed Interim Statements of Loss and Comprehensive Loss
(unaudited, in Canadian dollars)

		Three months ended March 31, 2017		*Three months ended March 31, 2016*
Expenses				
Professional fees	**$**	**98,487**	$	11,314
Communciation		**3,278**		1,619
Office and general		**38,890**		27
Finance expense		**43,999**		-
Gain on change in fair value of derivative liability		**(33,959)**		-
		150,695		12,960
Net loss and comprehensive loss	**$**	**(150,695)**	$	(12,960)
Loss per share				
Basic and diluted	**$**	**(0.05)**	$	(0.00)
Weighted average number of common shares				
Basic and diluted		**2,812,500**		2,812,500

The accompanying notes are an integral part of these condensed interim financial statements

ABcann Global Corporation (formerly Panda Capital Inc.)
Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)
(unaudited, in Canadian dollars)

	Share Capital				
	Common Shares	**Amount**	**Contributed Surplus**	**Deficit**	**Shareholders' Equity (Deficiency)**
Balance, January 1, 2017	2,812,500	651,651	181,033	(752,494)	80,190
Comprehensive loss for the period	-	-	-	(150,695)	(150,695)
Balance - March 31, 2017	**$ 2,812,500**	**$ 651,651**	**$ 181,033**	**$ (903,189)**	**$ (70,505)**
Balance, January 1, 2016	$ 2,812,500	$ 651,651	$ 181,033	$ (635,770)	$ 196,914
Comprehensive loss for the period	-	-	-	(12,960)	(14,406)
Balance - March 31, 2016	**2,812,500**	**651,651**	**181,033**	**(648,730)**	**182,508**

The accompanying notes are an integral part of these financial statements

ABcann Global Corporation (formerly Panda Capital Inc.)
Condensed Interim Statements of Cash Flows
(unaudited, in Canadian dollars)

		Three months ended March 31, 2017		*Three months ended March 31, 2016*
Cash provided by (used for) the following activities				
Operating activities				
Net loss	**$**	**(150,695)**	$	(12,960)
Add (deduct) items not involving cash				
Accretion and accrued interest		**44,192**		-
Gain on change in fair value of derivative liability		**(33,959)**		-
Change in non-cash working capital				
Accounts payable and accrued liabilities		**(9,478)**		9,593
		(149,940)		(3,367)
Financing activities				
Issuance of convertible debentures		**600,000**		-
		600,000		-
Investing activities				
Proceeds from short-term investment		**151,500**		-
Decrease in cash resources	**$**	**601,560**	$	(20,962)
Cash, beginning of period	**$**	**30,870**	$	40,418
Cash, end of period	**$**	**632,430**	$	19,456

The accompanying notes are an integral part of these financial statements

1. Nature of the Organization

Description of the business

ABcann Global Corporation (formerly Panda Capital Inc.) (the “Corporation” or “AGC”) was incorporated under the Canada Business Corporations Act on April 12, 2007 with the intent to being classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”) Corporate Finance Manual. The Corporation has no assets other than cash. Its purpose is to identify and evaluate potential acquisitions or businesses and, once identified, negotiate an acquisition or participation in such businesses, subject to the approval of the Exchange and, if required, shareholders’ approval.

The Corporation’s common shares were transferred to the NEX board of the Exchange on July 2, 2010. This transfer was made at the recommendation of the Board, and as permitted by the Exchange, due to the fact that the Corporation had not completed its Qualifying Transaction by the deadline established by the Exchange. In connection with the migration to NEX, one-half of the seed common shares held by non-arm’s length parties were cancelled. The transfer of the listing of the common shares to the NEX was approved by the Corporation’s shareholders at a meeting of the shareholders held on June 28, 2010.

On May 3, 2017, the Corporation completed a reverse takeover transaction (note 12) pursuant to a definitive amalgamation agreement with ABcann Medicinals Inc. (“ABcann”) and changed its name to “ABcann Global Corporation.” On May 4, 2017, the Corporation resumed trading as a Tier 2 Industrial Issuer on the Exchange under the symbol “ABCN”.

The financial statements of the Corporation for the three months ended March 31, 2016 and 2015 were authorized for issue in accordance with a resolution of the directors dated May 29, 2017.

Basis of Operations

These financial statements have been prepared on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The current period net loss of $150,695 and accumulated deficit of $903,189 as at March 31, 2017 create uncertainty that causes significant doubt about the Corporation’s ability to continue as a going concern. The Corporation’s ability to continue as a going concern is dependent upon further financing and ultimately, the attainment of profitable operations. These financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Corporation be unable to continue as a going concern.

The Corporation’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in, or an interest in, properties, assets or businesses. Any such transaction will be subject to regulatory approval and, if required, shareholder approval.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing. There is no assurance that the Corporation will be able to complete a Qualifying Transaction or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or de-list the common shares from trading should it not meet these requirements.

2. Basis of Preparation

Statement of Compliance

The Corporation’s condensed interim financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting”. These financial statements do not include all notes of the type normally included within the annual financial report and should be read in conjunction with the audited financial statements of the Corporation for the year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee (“IFRIC”).

Basis of Measurement

These financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Use of Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Areas where estimates are significant include:

a) Fair value of Financial Instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

b) Recognition of deferred income tax assets

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

c) Share-based payments

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share based payments in the statement of comprehensive loss based on estimates of forfeiture and expected lives of the underlying stock options.

d) Going concern

As discussed above, these financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, deferral of commitments, negotiation of supplier terms and future commitments to assess the Corporation's ability to continue as a going concern. A critical judgement is that the Corporation continues to raise funds going forward and satisfy their obligations as they become due.

e) Derivative liability

Convertible debentures may result in a variable number of shares being issued and therefore may be considered a derivative liability measured at fair value.

The Corporation uses the Black-Scholes model to estimate fair value at each reporting date. The key assumptions used in the model are the expected future volatility in the price of the Corporation's shares, the price of the Corporation's shares and the expected life of the convertible debenture.

Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

3. Summary of Significant Accounting Policies

These condensed interim financial statements have been prepared following the same accounting policies used in the preparation of the audited financial statements of the Corporation for the year ended December 31, 2016.

Recent Accounting Pronouncements

Certain pronouncements have been issued by the IASB or IFRIC (IFRS Interpretations Committee) that will be effective for future accounting periods. Many of these are not applicable to the Corporation and so are not listed below. The following is a brief summary of the new standard:

IFRS 9 – Financial instruments - amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primary unchanged from IAS 39, other than the fair value measurement option which now addresses an entity's own credit risk. Additional amendments are expected with respect to de-recognition of financial instruments, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 – Revenue from Contracts with Customers - In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers, which establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. The core principle of IFRS 15 is that an entity recognizes 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. IFRS 15 also includes a cohesive set of disclosure requirements that would result in an entity providing comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. This standard is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16 – In January 2016, the IASB issued IFRS 16, replacing IAS 17, "Leases". IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its balance sheet, providing the reader with greater transparency of an entity's lease obligations. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted.

The Corporation has not yet assessed the impact of these standards on its financial statements and will not early adopt.

4. Short Term Investment

As at March 31, 2017, the short-term investment in the amount of $NIL (December 31, 2016 - $151,500) was invested in a guaranteed investment certificate ("GIC").

5. Due to Related Party

As at March 31, 2017 there was $5,642 (December 31, 2016 - $24,568) due to the Chief Executive Officer of the Corporation. The amount is non-interest bearing, due on demand and has no fixed terms of repayment.

6. Convertible Debenture

On February 1, 2017, the Corporation entered into an agreement to issue a convertible debenture of $600,000 (the "Debenture"). The Debenture bears interest at 10% per annum, with accrued interest and principal payable 12 months from the date of issuance. Upon a go-public transaction, the Debenture and accrued interest can be converted at the option of the holder to common shares at a conversion price of $0.24 per share and one non-transferable share purchase warrant, and with each warrant exercisable into one additional common share at an exercise price of $0.24 per warrant. The warrants will expire 24 months from their date of issue. If the Corporation has not yet completed its go-public transaction, the Debenture and accrued interest can be converted at the option of the holder to common shares at a conversion price of $0.24 per share. Upon initial recognition, the Corporation recorded a derivative liability of $313,221. During the three months ended March 31, 2017, the Corporation recognized $44,192 of interest and accretion expense related to the Debenture.

		Debenture
Balance, December 31, 2016	$	-
Amounts issued		600,000
Less: allocated to derivative liability		(313,221)
Accretion		34,454
Accrued interest		9,738
Balance, March 31, 2017	**$**	**330,971**

7. Derivative Liability

The Debentures (note 6) can be converted into a variable number of common shares depending on whether the Corporation has completed a go-public transaction. Therefore, the Corporation has classified this instrument as a derivative liability.

The Corporation used the Black-Scholes model to estimate the fair value of the derivative liability with respect to the Debentures at each reporting date. This is a Level 2 recurring fair value measurement. The key Level 2 inputs used by management to determine the fair value are the expected future volatility in the price of the Corporation's shares and the expected life of the 2016 Debentures. The following assumptions were used:

	March 31, 2017	February 1, 2017
Volatility	**70%**	70%
Risk-free interest rate	**0.75%**	0.75%
Expected life (years)	**0.08 Years**	**0.24 Years**

Upon initial recognition, the Corporation recorded a derivative liability of $313,221. During the period ended March 31, 2017, The Corporation recorded a gain of $33,959 on revaluation of the derivative liability.

8. Share Capital

a) Common Shares

The Corporation is authorized to issue an unlimited number of common shares, of which 2,812,500 are issued and outstanding as at March 31, 2017 and December 31, 2016.

b) Escrow Shares

All of the 162,500 common shares issued prior to the IPO at a price below the IPO price and all common shares that may be acquired from treasury of the Corporation by non-arm's length parties, as defined in the policies of the Exchange, of the Corporation either under the IPO or otherwise prior to the completion of the Qualifying Transaction will be deposited with the trustee under the escrow agreement.

All common shares acquired upon exercise of stock options prior to the completion of a qualifying transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares acquired in the secondary market prior to the completion of a qualifying transaction by a control person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

c) Stock options

The directors of the Corporation have approved a stock option plan (the "Plan") for the directors, officers, employees and consultants of the Corporation. The outstanding options granted under the Plan are exercisable for a period of up to 5 years from the date of the grant. The exercise price of the options shall be determined by the Board at the time of the grant. The aggregate number of common shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares from time to time. The number of common shares reserved for issuance to (a) any individual director or officer will not exceed 5% of the issued and outstanding common shares, and (b) all technical consultants will not exceed 2% of the issued and outstanding common shares. In addition to the options granted under the Plan, the Corporation proposes to grant options to one or more eligible charitable organizations, exercisable for a period of up to 5 years from the date of the grant. Such grants to eligible charitable organizations will not exceed 1% of the issued and outstanding common shares.

There are currently no stock options outstanding.

9. Related Party Transactions

During the twelve months ended December 31, 2016, there were no related party transactions, with the exception of amounts repaid and payable to the related party (note 5).

10. Financial Instruments

The carrying value of cash, short term investments, accounts payable and accrued liabilities and due to related party approximate their fair value due to the short-term nature of these instruments.

The Corporation's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Corporation 's financial instruments are summarized below.

Credit rate risk

The Corporation periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and financial liabilities with variable interest rates expose the Corporation to cash flow interest rate risks. Financial assets and financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. As the Corporation's investments are short-term in nature, interest rate risk is remote.

Liquidity risk

The Corporation currently depends on successfully completing it Qualifying Transaction. The liquidity risk relating to the Corporation's current cash position is significant. As at March 31, 2017, cash of $632,428 and a cashable guaranteed investment certificate (GIC) of $NIL (December 31, 2016 - cash of $30,870 and a cashable GIC of $151,500) is available to pay off current liabilities of $102,180.

11. Capital Management

The Corporation's capital consists of share capital of $539,728 (December 31, 2016 - $80,190). The Corporation's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete a purchase of assets.

The Corporation sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Corporation's objectives when managing capital are:
a) to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,
b) to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Corporation is not subject to any externally or internally imposed capital requirements at year end.

12. Subsequent Events

Conversion of debenture

Subsequent to the year, the Debenture (note 6) was converted into 2,500,000 units, each containing one common share and one non-transferable share purchase warrant, with each warrant exercisable into one additional common share at an exercise price of $0.24 per warrant. The warrants will expire 24 months from their date of issue.

Closing of reverse takeover transaction

On May 3, 2017, the Corporation completed a reverse takeover transaction (the "Transaction") pursuant to a definitive amalgamation agreement (the "Amalgamation Agreement") with ABcann Medicinals Inc. ("ABcann"), whereby the Corporation acquired all of the securities of ABcann by way of a three-cornered amalgamation between the Corporation, ABcann and a wholly-owned subsidiary of the Corporation formed for the purpose of completing the amalgamation ("Newco").

Pursuant to the terms of the Amalgamation Agreement:

i) ABcann and Newco amalgamated and would continue as Amalco;
ii) each ABcann Shareholder (other than ABcann Dissenting Shareholders) would transfer their ABcann Shares to the Corporation in exchange for shares in the Corporation on a 1:1 basis;
iii) all ABcann Warrants and any other ABcann Convertible Securities outstanding would become exercisable into shares in the Corporation, in accordance with the respective adjustment provisions thereof;
iv) all ABcann Options outstanding become exercisable into shares in the Corporation, in accordance with the provisions of the Corporation's 2017 Option Plan;
v) each Newco Share issued and outstanding immediately before closing was exchanged for one Amalco Share; and
vi) all ABcann Shares held by the Corporation as a result of the exchange contemplated by subsection were cancelled and the Corporation received, for each ABcann Share, one Amalco Share.

Upon completion of the Transaction, Amalco became a wholly-owned subsidiary of the Corporation. The Transaction constituted the Corporation's Qualifying Transaction (as defined in the policies of the Exchange). The Corporation changed its name to "ABcann Global Corporation".