

**RELEVIMUM TECHNOLOGIES INC.  
MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS  
For the three-month periods ended September 30, 2019 and 2018**

This Management’s Discussion and Analysis – Quarterly Highlights (“MD&A”) for Relevium Technologies Inc. (“Relevium” or the “Company”) should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2019 (“the **Reporting Period**”) and the notes thereto, prepared in accordance with International Financial Reporting Standards (“**IFRS**”).

The effective date of this MD&A is November 28, 2019.

## **OVERVIEW**

Relevium is a publicly traded Company that operates in the health and wellness industry with a primary focus on online distribution. The Company’s primary listing exchange is the TSX Venture Exchange (**TSXV: RLV**); its common shares also trade on the OTCQB (**OTCQB: RLLVF**) and on the Open Market Segment of the Frankfurt Stock Exchange (**FRA: 6BX**).

The principal business of the Company is the identification, evaluation, acquisition and operations of brands and businesses in the health and wellness markets with a focus on e-commerce. The Company pursues its business strategy through an acquisition and partnership model in a holistic approach to encompass a wide range of health and wellness.

### **Background**

Relevium was incorporated under the Canada Business Corporations Act on July 19, 2012, and its registered head office is located at 1000 Sherbrooke St. West, Suite 2700 in Montreal, Quebec, Canada.

The Company completed its Qualifying Transaction (“**QT**”) on the TSX Venture Exchange (“**TSX-V**”) in August 2015 and began operating under the name Bioflex Technologies Inc., trading under the symbol “**BFT**” on the TSX-V. On December 17, 2015 the Company rebranded to Relevium Technologies Inc., trading under the symbol “**RLV**”, in order to reflect better its focus on health and wellness and on the consolidation of brands and businesses in the space

The Company completed its first acquisition in July 2017, consisting of the assets of Bioganix, a branded online business in the nutraceutical space, with products sold in the US through Amazon.com and its native website Bioganix.com. The transaction was conducted through BGX E-Health LLC., a wholly-owned subsidiary based in Orlando, Florida.

Relevium operates through two wholly-owned subsidiaries, BGX E-Health LLC and Biocannabix Health Corporation Inc.

### **BGX E-Health LLC (BGX)**

Based in Orlando, Florida, BGX markets dietary supplements, nutraceuticals, sports nutrition and cosmeceuticals, primarily through its Bioganix® brand portfolio online in the US and, as of

September 2018, in Europe. Relevium's brands, such as Bioganix®, are sold at some of the world's largest retailers, including Walmart.com and Amazon.com.

The Company's strategy for growing its brands includes expanding its product offering, adding new distribution channels and developing partnerships that add value through exclusive ingredients. During the year, the Company developed relationships with companies such as Tersus Life Sciences, Neptune Wellness Solutions and Hempco Food and Fiber in order to provide its current and future customer base with a balanced and comprehensive product offering.

BGX is currently testing a complete line of dietary supplements derived from cannabis, with an initial focus on hemp-derived, whole-plant organic extracts rich in CBD (cannabidiol). These hemp-derived dietary supplements rich in CBD are considered as THC-Free and, therefore, deemed as food supplements rather than medicinal products. The product line will be marketed through its brand LeefyLyfe™ and will be sold in the USA, Latin America and Europe. Products are expected to enter the US market in the second quarter of this fiscal year.

The Company launched in February 2019 the Push & Pull System™ by Bioganix®, which is the first-ever comprehensive natural anti-aging system for complete skin care that combines collagen protein supplements (PUSH) and naturally-sourced aloe vera skin anti-aging cream (PULL). This launch is targeting a brand-new revenue stream in the burgeoning cosmeceutical market, which is the fastest growing segment of the health and wellness market.

### **Biocannabix Health Corporation (BCX)**

Based in Montreal, Quebec, BCX is a biopharma start-up, launched in 2018, with the objective of establishing a vertically integrated medical cannabis company, targeting pediatric applications of phyto cannabinoid nutraceutical products.

In line with the company's strategy to develop a fully integrated business, Biocannabix Health Corporation entered into a binding agreement to acquire 100% of Lifeline Pharma SAS, a licensed cultivator and extractor in Cali, Colombia. In addition to an operational integration, Biocannabix has also developed a scientific integration in partnership with key institutions in Colombia and Canada, which will allow the company to optimize the research and clinical work required to validate its pediatric formulations.

The company has also secured the exclusive license for a complete line of pediatric formulations under the brand Cannakids. The company is developing the educational and distribution support for the products and is currently in discussions with Health Canada-licensed processors to manufacture the product according to the strict specifications provided by the licensor. The company expects the introduction of its products to take place in 2020.

## **ADDRESSABLE MARKETS FOR RELEVIMUM**

### **The Nutraceutical Market**

Nutraceuticals are nutritional supplements derived from natural sources that complement progressive health and wellness programs. Nutraceuticals play a significant role in preventive health and therefore are an area of strategic focus in terms of our business strategy.

Relevium's initial focus has been on building e-retail assets and expanding product offerings by introducing new formulations to support health and wellness. Investment in this market is supported by industry projections for growth in a market that is estimated to reach USD \$38.7 billion by 2020.

The market for nutraceuticals is highly competitive. Direct competition to Relevium consists of publicly and privately-owned companies, which tend to be highly fragmented in terms of both geographic market coverage and product categories. In many of the products offered through BioGanix, the Company competes not only with widely advertised branded products, but also with private label products.

The Company's management, combined with the support of the members of its Board of Directors and Advisory Board, has access to strong innovation capabilities and has established access to high-quality manufacturing through the acquisition of BioGanix. Management believes that it is well-positioned to capitalize on favorable long-term trends in the nutraceutical market.

### **The Medical Cannabis and Hemp Market**

The legalization of cannabis around the globe is setting the stage for a market revolution. Notwithstanding the 80 years of prohibition, it is estimated that more than 37 million people in the U.S. and millions more in Canada use cannabis, both legally and illicitly.

The first round of players in the market were licensed producers in Canada. The appetite for blue ocean in cannabis did drive market valuations to unsustainable levels, and the lack of financial performance led to a major correction. On average, cannabis companies lost about 65% of their market capitalization over the second and third quarter of this year.

Today, the focus is in the development of sustainable business, medical research, distribution platforms and, of course, a major event like the full legalization in the US at the federal level.

Ongoing research about the importance of endocannabinoid system dysfunction and its impact on health is demonstrating the positive link between medical cannabis therapy, combined with that of traditional pharma to treat diseases like cancer and neurological syndromes, both in adults and children. In Canada, the estimated market size of medical marijuana in Canada is expected to grow, and it is predicted that the medical marijuana market in Canada will be worth over \$2.35 billion (Canadian dollars) by 2025.

The market for cannabis in North America is large and experiencing quick growth. It is expected that, by 2026, cannabis-related businesses will exceed \$90 billion per year. The addition of medical cannabis to the Company's portfolio offers a new revenue stream for medical applications and potential research partnerships in this lucrative emerging market.

### **Canada**

The market for cannabis (including medical marijuana) in Canada is highly regulated and brand restrictive. Health Canada is the primary regulator of the industry as a whole and cultivators, producers and packagers of cannabis products are required to obtain a CRA license from the

Canada Revenue Agency. In Canada, hemp-derived CBD products that contains less than 0.3% of THC are legal in Canada and without a prescription as long as the selling entity is licensed to do so under Health Canada rules.

Any applicant seeking to become a licensed producer is subject to stringent licensing requirements, which can be summarized as follows:

Screening: During screening, the application and supporting documents are assessed for completeness, legibility and the ability to be further assessed.

Review and security clearance: Once an application has passed the screening stage, and security clearance applications are being processed, the application will undergo a detailed review to verify that the requirements are met. Health Canada works in conjunction with the RCMP on security clearance applications.

Pre-licensing and approval: Once Health Canada completes the detailed review of the submitted application, Health Canada provides the applicant with a confirmation of readiness email. This email prompts the applicant for information to demonstrate that there is a functioning facility at the site address. The applicant is required to provide a site evidence package with documentation including, but not limited to, detailed video walkthroughs of both the interior and exterior of the site, and site and building plans including descriptions and photographs that clearly detail facility completion.

Pre-License inspection: Health Canada inspectors may be deemed necessary prior to further licensing decisions. If an inspection is required, the inspection team will contact the applicant to schedule the pre-license inspection. In the case where an on-site pre-license inspection is not required, the license issuance will be based on the thoroughness of information found in the site evidence package. As the regulatory requirements for each license type vary, so do the requirements for the site evidence package. When an applicant reaches this stage in the application process, they are informed of what specific information is required.

Issuance of license: Once all information has been reviewed, including the results and observations from a pre-license inspection, if necessary, and all security clearances have been granted, an initial license for authorized activities is issued. A hard copy of the license, as well as an accompanying issuance letter detailing any conditions around the issued license, is mailed to the identified mailing address. In addition, all security-cleared key personnel are sent letters regarding the status of their security clearances for that site, under that application. Following issuance of the license, Health Canada holds a teleconference with the new license holder to discuss the license, including any conditions. License holders must ensure that the quality of cannabis products they produce meets all applicable requirements. When a license holder is first licensed, activities may be limited, particularly prior to being authorized to conduct the activity of sale for medical purposes. This graduated licensing is for the purpose of verifying that cannabis products intended for sale meet all of the quality standards set out under the Cannabis Regulations.

## ***United States***

Regarding North America, in the USA, the Farm Bill was adopted in late 2018, which removed hemp as a Schedule I substance and reclassified it as an “agricultural commodity”. Hemp-derived CBD products are federally legal as long as they adhere to the law. The FDA has undertaken to review and provide oversight over CBD in foods and supplements. Until a final decision is taken, companies selling CBD products are not allowed to make any health claims on the products. The Company is closely following the development of the state’s adoption and will make sure that the expected products that will be launched will be respecting the regulations. The estimated time before selling the hemp-derived CBD products in the USA depends on the adoption of the Farm Bill by the different states. The Company will not sell any marijuana-derived products in the USA before it is legal federally in the USA.

## ***Europe***

New rules and regulations are now affecting the European market since January 2019, and hemp extracts might need to get authorized by the European Food Safety Agency (EFSA) as being a novel food before hitting the market. The Company is closely following the development of these new rules and regulations and will make sure that the expected products that will be launched will be respecting these rules and regulations. The estimated time before selling the products in Europe will depend on the implementation of these new rules and regulations.

## **CORPORATE HIGHLIGHTS FOR THE REPORTING PERIOD**

During this second year of operations and the reporting period ended September 30, 2019, the Company announced the following developments (and updates):

- On July 9, 2019, the Company completed its closing of a private placement and issued an aggregate amount of 2,000,000 units of the Company at a price of \$0.08 per unit, for gross proceeds of \$160,000 to the Company. Each unit consists of one common share of the Company and one share purchase warrant entitling the holder thereof to purchase one common share at a price of \$0.12 until July 9, 2020. The Company received \$160,000 as of June 30, 2019 and booked a corresponding obligation to issue shares.
- On July 10, 2019, the Company executed an exclusivity agreement to partner with SOS Cannabis Inc. (“[SOSCannabis](#)”), to obtain free legal representation for pediatric patients to seek reimbursement for the costs of medical cannabinoid therapy from different government agencies. The partnership agreement provides Relevium’s pediatric customers with access to an experienced legal and case management team, who will prepare the case file and seek retroactive and prospective reimbursement for parents of pediatric patients at no cost. This partnership provides the Company with a unique advantage in terms of its business development strategy and first to market positioning in pediatric care.
- On August 1, 2019, taking into consideration seasonality factors for revenues, the Company achieved a record high milestone in July in terms of monthly sales for its [Bioganix®](#) branded OTC business. The Company’s revenues for the month of July

increased by 46% from the previous month, by 28% from the same month last year and by 34% from the average monthly revenues since 2017.

- On September 6, 2019, the Company completed its closing of a private placement and issued an aggregate amount of 3,427,500 units of the Company at a price of \$0.065 per unit, for gross proceeds of \$223,437.50 to the Company. Each unit consists of one common share of the Company and one share purchase warrant entitling the holder thereof to purchase one common share at a price of \$0.12 until September 6, 2020.
- On September 19, 2019, the Company announced its intention to spinout Biocannabix Health Corporation, thus creating a new publicly traded company. The Company intends to create additional value for its shareholders through a potential spin-off of its medical cannabis business, thus creating an independent, publicly traded and vertically integrated biopharma business focused on pediatric endo-medicine with expected dividends for shareholders.
- On September 20, 2019, the Company entered into a bridge loan agreement for a total amount of \$200,000. The loan bears interest at a rate of 10% per year and is redeemable in full on January 19, 2019.

## **FINANCIAL HIGHLIGHTS FOR THE REPORTING PERIOD**

The Company reported total assets of \$8,198,319 as at September 30, 2019 (June 30, 2019: \$8,560,452), a decrease of \$362,133. This was primarily driven by decreases in cash of \$600,308, receivables of \$98,066 and inventory of \$67,732. This was counterbalanced by increases in inventory advances to Lifeline Pharma of \$77,909, prepaid expenses of \$163,304 and a deposit on the acquisition of Lifeline Pharma of \$163,195. Total liabilities at September 30, 2019 were \$3,810,248 (June 30, 2019: \$3,512,144), an increase of \$298,104. This is primarily due to increases of accounts payable and accrued liabilities of \$303,964, bridge loan payable of \$200,000 and long-term debt of \$51,070. This was counterbalanced by decreases in the loan payable of \$103,930 and the warrant liability of \$153,000.

Shareholders' equity was \$4,388,071 at September 30, 2019 (June 30, 2019: \$5,048,308), a decrease of \$660,237. This is primarily due to the net loss of \$853,000 incurred in the three-month period ended September 30, 2019.

During the three-month period ended September 30, 2019, the Company's generated revenues from its Bioganix® brand of \$1,017,686 (September 30, 2018: \$985,051), representing an increase of \$32,635. The Company reported a net comprehensive loss of \$853,000 in the reporting period (September 30, 2018: \$637,397).

During the reporting period ended September 30, 2019, the Company announced the following financial related developments:

- Private placement of \$160,000, which closed on July 9, 2019
- Private placement of \$223,438, which closed on September 6, 2019

## OUTLOOK

In addition to the launch and development of its entrepreneurial start-up in medical cannabis, the Company will continue to focus on the acquisition of e-retail brands, businesses and technologies in the Health and Wellness market. As part of the overall acquisition strategy, Relevium will invest in optimizing and developing the acquired e-brands and business following a business model that includes:

- Marketing and product positioning strategies into segmented demographics in the US
- Continued review of its current product line and product development
- Launch of CBD and other cannabinoid-based brands and product segments
- Obtaining licenses or direct sourcing of exclusive products
- Partnerships and Joint Ventures for Medical Cannabis

## RESULTS FROM OPERATIONS

The following table summarizes financial results for each of the reported periods.

	<b>Three-month periods ended September 30</b>		
	<b>2019</b>	<b>2018</b>	<b>Variance</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Sales</b>	<b>1,017,686</b>	<b>985,051</b>	<b>32,635</b>
Cost of sales	472,351	446,350	26,001
Gross profit	545,335	538,701	6,634
Administration fees	82,505	109,758	(27,253)
Consulting fees	183,167	159,050	24,117
General and administrative	307,952	204,522	103,430
Selling and marketing	801,520	506,448	295,072
Professional fees	52,991	28,868	24,123
Change in fair value of warrants	(153,000)	(9,000)	(144,000)
Other expenses	4,135	72,424	(68,289)
Interest on long-term debt	67,995	79,654	(11,659)
Accreted interest	51,070	44,374	6,696
	1,398,335	1,196,098	202,237
<b>Net and comprehensive loss</b>	<b>(853,000)</b>	<b>(657,397)</b>	<b>(195,603)</b>

During the three-month period ended September 30, 2019, the Company generated \$1,017,686 in revenues (September 30, 2018: \$985,051), representing an increase of \$32,635 over revenues generated in the quarter ended September 30, 2018. The increase in revenues is due to the direct results of changes in the A9 Algorithm and market dynamics in the Amazon marketplace. Cost of goods sold in the three-month period ended September 30, 2019 were \$472,351 (September 30, 2018: \$446,350) and accounted for 46% of sales (September 30, 2018: 45%). This resulted in a gross profit of \$545,335 for the quarter ended September 30, 2019 (September 30, 2018: \$538,701) and accounted for 54% of sales (September 30, 2018: 55%).

Total expenses for the three-month period ended September 30, 2019 were \$1,398,335 (September 30, 2018: \$1,196,098), representing an increase of \$202,237. The increase in total expenses was primarily due to increases general and administrative expenses of \$103,430 and selling and marketing expenses of \$295,072. These were offset by decreased in the fair value of warrants of \$144,000 and other expenses of \$68,289.

Administration fees were \$82,505 (September 30, 2018: \$109,758), a decrease of \$27,253. This is primarily a reflection of the decrease in staffing and related expenses during the reporting period.

Consulting fees for the quarter were \$183,167 (September 30, 2018: \$159,050), an increase of \$24,177. This increase is primarily due to additional capital market, acquisitions, consulting services related to the cannabis licensing process and other consulting services retained by the Company during the reporting period.

General and administration fees for the three-month period ended September 30, 2019 were \$307,952 (September 30, 2018: \$204,522), an increase of \$103,430. This increase is due to a larger operational infrastructure, as well as additional public listing fees and directors' and officers' insurance.

For the quarter ended September 30, 2019, selling and marketing expenses were \$801,520 (September 30, 2018: \$506,448), an increase of \$295,072. This increase is primarily the result of adjustments to promotional activities and higher PPC advertising for new product launches and adjustments to new marketplace dynamics in Amazon. These costs are expected to decrease during the year, as the Company's sales volumes trend up and the promotional and launching costs decrease.

Professional fees were \$52,991 (September 30, 2018: \$28,868), an increase of \$24,123. This relates primarily to higher legal, accounting and audit services for the reporting period.

In the quarter ended September 30, 2019, the Company recognized a decrease of \$153,000 in the fair value of warrants issued and outstanding (September 30, 2018: decrease of \$9,000). This is a non-cash charge.

Other expenses were \$4,135 (September 30, 2018: \$72,424), representing a decrease of \$68,289. In the three-month period ended September 30, 2018, the Company had amortization of assets of \$36,906 (September 30, 2019: \$1,165) and amortization of deferred financing costs of \$14,552 (September 30, 2019: \$Nil).

For the three-month period ended September 30, 2019, interest on long-term debt was \$67,995 (September 30, 2018: \$79,654), a decrease of \$11,659. Accreted interest was \$51,070 (September 30, 2018: \$44,374), an increase of \$6,696.

As a result of the operations, for the three-month period ended September 30, 2019, the Company reported a net comprehensive loss of \$853,000 (September 30, 2018: loss of \$657,397, representing an increase in the net comprehensive loss of \$195,603.

The Company's ability to continue as a going concern is subject to its ability to develop its biopharma business, to consolidate its over-the-counter business and its ability to raise additional financing to execute the roll-up strategy from its current pipeline of targets.

## SUMMARY OF QUARTERLY RESULTS

Quarter Ended	Revenues	Net Loss & Comprehensive Loss	Net loss per share (Basic & diluted)	Weighted Average Common Shares
	\$	\$	\$	
Sep. 30, 2019	1,017,686	853,000	0.006	144,483,924
June 30, 2019	1,023,598	1,136,950	0.009	125,250,747
Mar. 31, 2019	1,038,467	955,038	0.009	113,581,773
Dec. 31, 2018	1,006,501	1,001,151	0.009	111,918,730
Sep. 30, 2018	985,051	657,397	0.006	104,579,409
June 30, 2018	995,180	1,120,650	0.012	92,786,684
Mar. 31, 2018	1,036,176	755,644	0.009	86,363,372
Dec. 31, 2018	968,474	904,565	0.013	69,824,611

## FINANCIAL POSITION

The reporting period includes the operations for its subsidiary, BGX E-Health LLC, and the Bioganix® brand. The Company remains focused on growth and acquisitions and continues to rely primarily on equity and debt financing.

As at	Sep. 30, 2019	June 30, 2019
	\$	\$
Total Assets	8,198,319	8,560,452
Current Assets	1,271,123	1,796,016
Current Liabilities	1,743,698	1,343,664
Current Working Capital	(472,575)	452,352

At September 30, 2019, the Company had total assets of \$8,198,319 (June 30, 2019: \$8,560,452), current assets of \$1,271,123 (June 30, 2019: \$1,796,016) and current liabilities of \$1,743,698 (June 30, 2019: \$1,343,664). The Company reported negative working capital of \$472,575 at September 30, 2019, compared to a positive working capital of \$452,352 at June 30, 2019. This is primarily due to a lower cash position, higher accounts payable and a bridge loan payable.

The Company's only significant source of funding has been the issuance of equity securities for cash and debt financing. The acquisition of BioGanix has changed the status of the Company, from a developing stage company to an operating company with revenues and earnings.

At September 30, 2019, the Company has 38,397,915 warrants issued and outstanding that, if fully exercised, could generate \$4,783,750 (38,397,915 warrants x an average exercise price of \$0.1246) in capital to support the Company's activities.

<b>Number of warrants</b>	<b>Exercise price (\$)</b>	<b>Expiry Date</b>
1,499,999	0.12	Dec. 2019
5,866,666	0.15	Apr. 2020
15,350,000	0.12	June 2020
2,400,000	0.12	July 2020
3,781,250	0.12	Sep. 2020
9,500,000	0.12	Dec. 2020
38,397,915	0.1246	

Management also recognizes that capital markets are always in flux and there may be risks involved beyond its control in securing additional capital or having outstanding warrants exercised.

## **CAPITAL RESOURCES**

The Company's objective is to maintain a strong capital base in order to maintain investor, creditor and market confidence and to sustain future development of the business.

Management defines capital as the shareholders' equity of the Company. The Company's only significant source of funding has been the issuance of equity securities for cash and debt financing. The acquisition of BioGanix and subsequent acquisitions are expected to change the status of the Company, from non-revenue to a cash generating business.

The Company's business model also includes the role of a consolidator in the nutraceutical e-commerce space, and the Company therefore expects to continue to make acquisitions in this space through the capital markets.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company did not have any off-balance sheet transactions as at September 30, 2019.

## **RELATED PARTIES TRANSACTIONS**

The Company's related parties include the CEO, CFO, directors and corporate secretary. Unless otherwise stated, none of the transactions incorporates special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. All balance of advances receivable and advances payable are measured at fair value and occurred in the normal course of business.

Transactions with related parties for the three-month period ended September 30, 2019 were as follows:

<b>Three months ended September 30 (unaudited)</b>	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Management and directors' fees	60,988	83,721
Professional fees to corporate secretary	11,165	8,455

Amounts payable to related parties included in the non-current liabilities and in the accounts payable and accrued liabilities were as follows:

	<b>Period</b>	<b>Amounts owed to Related Parties</b>
		<b>\$</b>
<u>Management and directors</u>	September 30, 2019	33,523
	June 30, 2019	19,500
<u>Corporate Secretary</u>	September 30, 2019	21,238
	June 30, 2019	15,064

### **Stock Option Plan**

The purpose of the Stock Option Plan (the "Plan") is to serve as an incentive for the directors, officers, employees and service providers who will be motivated by the Company's success, as well as to promote ownership of common shares of the Company by these people. There is no objective attached to the Plan and no relationship to manage the Company's risks. A description of Relevium's stock option transactions can be found in Note 16 of Relevium's annual consolidated financial statements for the year ended June 30, 2019.

At September 30, 2019, the Company had a total of 3,995,000 options issued and outstanding that, if fully exercised, could generate \$584,250 (3,995,000 options x an average exercise price of \$0.1477) in capital to support the Company's activities.

<b>Number of options</b>	<b>Exercise price (\$)</b>	<b>Expiry Date</b>
180,000	0.10	Dec. 2022
1,250,000	0.15	Sep. 2025
2,275,000	0.15	Dec. 2027
250,000	0.15	Dec. 2020
3,995,000	0.1477	

The Company has issued 3,955,000 options out of 6,983,684 options authorized under the incentive stock option plan.

### **SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES**

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in financial statements and accompanying notes. There is a full description and a detailed presentation of the Company's

significant accounting policies, accounting judgements and uncertainties relative to significant estimates in the audited consolidated financial statements as at June 30, 2019 (note 4).

## OUTSTANDING SHARE DATA

The following are the shares outstanding of Relevium on a basic and diluted basis, as at November 28, 2019.

Common shares issued and outstanding (basic)	147,446,356
Warrants	38,397,915
Stock options	3,995,000
<b>Common shares issued and outstanding (fully diluted)</b>	<b>189,799,271</b>

## SUBSEQUENT EVENTS

Subsequent to September 30, 2019, the following events occurred:

- On October 16, 2019, BCX executed an agreement to acquire 100% of the shares of Weedsense Inc., a late-stage applicant for a standard processing and medical sales license under the Cannabis Act, for an aggregate purchase price of \$2,000,000 in cash or shares subject to certain milestones. The purchase price has not been finalized subject to receipt of additional information.
- On October 25, 2019, the Company received a letter of intent (the “LOI”) to sell BGX E-Health LLC, a wholly-owned subsidiary, based in Orlando, Florida to Newscope Capital Corporation (“Newscope”), a British Columbia-based, privately held company with a goal of becoming an aggregator in the wellness and CBD space. Under the preliminary terms of the LOI, the Company will receive 20,000,000 shares of Newscope at \$0.50 per share for a total value of \$10,000,000. The resulting transaction would provide the Company with a majority interest (investment) in Newscope.
- On November 8, 2019, the Company announced that it had executed a letter of intent to acquire a Montreal-based biopharma contract manufacturing company through its wholly-owned subsidiary, BGX E-Health LLC. The parties have agreed to keep the vendor’s information confidential until such a time when the definitive agreement is executed. As per the proposed terms of the LOI, subject to customary due diligence, Board and TSX-Venture approval, the Company intends to close the transaction within 90 days from the date of the definitive agreement. An initial payment of \$150,000 in shares and \$100,000 in cash will be done at closing, with an earnout bonus of \$2,500,000 in shares, vesting over a period of three reference years and based on specific revenue and EBITDA targets. The final terms and conditions of the transaction will be outlined at the execution of a definitive agreement.

## RISK FACTORS

For a detailed list of risks and uncertainties related to the business of Relevium, please consult the Company’s MD&A for the year ended June 30, 2019.

## **CAUTIONARY STATEMENT**

This Management and Discussion Analysis may contain forward-looking information within the meaning of applicable securities legislation, which reflects the Company's current expectations regarding future events. Forward-looking information is based on several assumptions and is subject to several risks and uncertainties, many of which are beyond the Company's control that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Readers should not place undue reliance on forward-looking statements and forward-looking information and are cautioned that reliance on such information may not be appropriate for other purposes.

The Company does not undertake any obligation to update such forward-looking information, whether because of new information, future events or otherwise, except as expressly required by applicable law. These risks and uncertainties include, but are not limited to, those described under the headings "Financial Instruments & Risk Management" and "Inherent Risk Factors" in this MD&A and could cause actual events or results to differ materially from those projected in any forward-looking statements. The Company does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this MD&A to reflect subsequent information, events or circumstances or otherwise, except if required by applicable law.

### **ADDITIONAL INFORMATION**

Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

On behalf of the Board of Directors, we thank our shareholders for their continued support.

"Aurelio Useche"

**Aurelio Useche**  
**Chief Executive Officer**

**November 28, 2019**