GREENSPACE BRANDS INC.

Management's Discussion and Analysis

For the three and nine month periods ended December 31, 2015 and 2014

GreenSpace Brands Inc.

Table of Contents

CORPORATE OVERVIEW 3

OPERATING STRATEGY 4

THIRD QUARTER AND YEAR-TO-DATE CONSOLIDATED RESULTS 5

SELECTED QUARTERLY INFORMATION 8

CASH FLOWS 9

LIQUIDITY AND CAPITAL RESOURCES 9

OFF BALANCE SHEET ARRANGEMENTS 10

TRANSACTIONS BETWEEN RELATED PARTIES 10

SUBSEQUENT EVENTS 11

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS 12

CHANGES IN ACCOUNTING POLICIES / FUTURE ACCOUNTING POLICY CHANGES 12

RISKS AND UNCERTAINTIES 13

NON-IFRS MEASURES 13

OUTSTANDING SHARE DATA 14

OUTLOOK 15

FORWARD-LOOKING STATEMENTS 16

ADDITIONAL INFORMATION 16

MANAGEMENT'S DISCUSSION AND ANALYSIS
of Financial Condition and Results of Operations
for the three and nine month periods ended December 31, 2015 and 2014

This Management's Discussion and Analysis ("MD&A") is a review of the consolidated financial condition and results of operations of GreenSpace Brands Inc. ("GreenSpace" or the "Company") as at and for the three and nine month periods ended December 31, 2015 and is intended to help readers understand the Company's business and the key factors underlying its financial results. It should be read in conjunction with the Company's interim consolidated financial statements and accompanying notes and the annual consolidated financial statements and accompanying notes of the Company for the year ended March 31, 2015, which have been filed with applicable regulatory authorities and are available through SEDAR at www.sedar.com.

Additional information is also available on the Company's website at www.greenspacebrands.ca

The financial information contained herein has been prepared in accordance with International Financial Reporting Standards ("IFRS") and is reported in Canadian dollars; however, reference is made to earnings before interest expense, income taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA as defined in the "Non-IFRS Measures" section. EBITDA and Adjusted EBITDA are not measures of financial performance recognized under IFRS. The Company has included these measures as they are used by management to evaluate financial performance and management believes they will be used by certain investors and analysts in assessing the Company's financial performance. These measures are not necessarily comparable to similarly titled measures used by other companies and should not be construed as an alternative to net income or cash flow from operating activities as determined in accordance with IFRS. See the section within the MD&A entitled "Non-IFRS Measures" for further information.

This MD&A has been prepared as of February 26, 2016.

CORPORATE OVERVIEW

Life Choices Natural Food Corp. was originally incorporated under the *Business Corporations Act* (Ontario) on May 31, 1999. Aumento Capital IV Corporation (now GreenSpace or the Company) was incorporated under the OBCA on June 11, 2013 and was classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange ("TSX-V").

On April 30, 2015, Life Choices Natural Foods Corp. ("Life Choices"), Aumento Capital IV Corporation ("Aumento") and Aumento Subco (a wholly-owned subsidiary of Aumento) completed a three-cornered amalgamation whereby Life Choices and Aumento Subco amalgamated to form a new entity named "Life Choices Natural Food Corp." and shareholders of Life Choices received common shares in the capital of the Company ("Shares"). Prior to the amalgamation Aumento changed its name to "GreenSpace Brands Inc.". This transaction constituted the Company's qualifying transaction (the "Qualifying Transaction") under the policies of the TSX-V and the Shares of GreenSpace are now listed on the Toronto Venture Exchange ("TSX.V") under the symbol JTR ("Join The Revolution"). All proceeds raised as part of the Qualifying Transaction and concurrent private placement have been used in manner consistent with those detailed in the filing statements for the Qualifying Transaction.

The Qualifying Transaction was recorded as a reverse takeover for accounting purposes in accordance with EIC-10 "Reverse Takeover Accounting" of the CICA Handbook. The consolidated financial statements are accordingly a continuation of the financial statements of Life Choices while the capital structure is that of the Company. Life Choices is deemed to be the acquirer for accounting purposes. Since the Company did not constitute a business in accordance with EIC-124 "Definition of a Business" of the CICA Handbook, the transaction was accounted for as a capital transaction, that is, a financing and recapitalization of the Company. The results of operations and cash flows for periods prior to April 30, 2015 presented in the consolidated financial statements are those of Life Choices.

GreenSpace is in the business of developing, marketing and selling premium, convenient natural food products to Canadian consumers, featuring grass fed and/or pasture raised meat and dairy, raised without the use of added hormones and antibiotics, as well as additional product offerings in the natural and whole foods markets under its affiliated brands. GreenSpace sources its natural ingredients largely from local, ethically operated farms and combines those ingredients into tasty and nutritious products.

GreenSpace has developed and manages several brands in the natural food industry, namely, Life Choices Natural Foods (launched in 2002), Rolling Meadow (launched in August 2014), Holistic Choice (launched in August 2014), Kiwi Pure (launched in April 2015) and Nudge (launched in July 2015).

- All Life Choices beef and pork products feature one common trait: they all contain meat from grass fed and/or pasture raised animals that have not been subject to feedlot conditions. The result is meat that features higher levels of Omega 3 fatty acids and Conjugated Linoleic Acids ("CLAs"). All of Life Choices' chickens are raised in low density barns with a premium on the ethical treatment of the birds at all times.
- The Rolling Meadow brand offers premium quality dairy products, such as milk, yogurt, butter and kefir, made with 100% Canadian, grass fed milk.
- The Holistic Choice brand offers premium quality pet foods for cats and dogs. Holistic Choice pet foods are made with a high percentage of fresh meat in Safe Quality Food ("SQF") Certified plants. None of the meats have been rendered and all are free of any added antibiotics and hormones, acting as an excellent source of protein to help promote bone health, and overall happy, healthy pets.
- Kiwi Pure is a grass-fed butter product line imported from New Zealand. Kiwi Pure butter contains 100% grass fed milk, provides improved omega ratios and contains no antibiotics or added hormones.
- Nudge offers snacking and convenience products and currently includes a line of organic macaroni and cheese products. Nudge Mac & Cheese is the first product of its kind in Canada to feature grass fed cheese. The Mac & Cheese product is the first of a number of snacking and convenience products expected to be brought to market under the Nudge label.

On October 19, 2015, the Company completed the acquisition of Love Child (Brands) Inc. ("Love Child"). Love Child is a Canadian-based producer of 100% organic food for infants and toddlers. Love Child's mission is to bring to market only the purest, most natural and nutritionally-rich food, without the addition of any synthetic preservatives, refined sugars or other additives. Love Child's products include organic purees in BPA-free squeezable pouches and an extensive infant and toddler organic snack range.

On February 25, 2016, the Company completed the 70% share acquisition of Central Roast Brands Inc. ("Central Roast"). Central Roast is a leading all-natural functional snacks company that manufactures, markets, and distributes healthy snacks to major consumer retail channels in Canada. The acquisition is expected to strengthen the Company's brand penetration with Canadian retail and distribution partners, provide extensive opportunities for increased penetration of existing product lines into the high velocity single serve category and into the new gas and convenience distribution channels.

GreenSpace aims to continue to grow through a two pronged growth strategy. First, GreenSpace expects to grow through making continued investments in new brand and product development and continued investment in its internally generated brands. Second, the Company expects to grow through acquisition by making strategic investments in strong, simple ingredient businesses in the natural and organic food space. The Company as it grows will focus on cost containment, cash flow and margin enhancement to offer innovative new products with healthy attributes. By integrating various brands, GreenSpace aims to achieve economies of scale and enhance market penetration. GreenSpace performs ongoing reviews of products and categories and has and may continue to eliminate certain products that do not meet standards for profitability or are not in line with the Company's overall strategy.

OPERATING STRATEGY

The Company's operating strategy is designed to create value for customers and shareholders through innovative product development, market expansion and diversification.

GreenSpace's priorities are to:

i) develop new value-added products for consumers;
ii) cross-sell acquired and developed brands through its strong distribution and retail channels;
iii) make selective acquisitions on an opportunistic basis to diversify its product offerings and advance its standing in the natural and organic food market-place; and
iv) maintain high internal operating efficiencies by maintaining a customer-focused, collaborative culture.

THIRD QUARTER AND YEAR-TO-DATE CONSOLIDATED RESULTS

The following is a table and description of the third quarter and year-to-date consolidated operating results for the Company. A discussion of management's outlook is set forth under the "Outlook" section.

Comparative Statements of Loss

(expressed in Canadian dollars)

	For the 3-month period ended December 31,				For the 9-month period ended December 31,			
	2015 $	2014 $	Inc/(Dec) $	Inc/(Dec) %	2015 $	2014 $	Inc/(Dec) $	Inc/(Dec) %
Revenue	**2,993,299**	826,713	2,166,586	262.1	**6,173,027**	2,201,116	3,971,911	180.4
Cost of goods sold	**2,348,282**	806,096	1,542,186	191.3	**5,009,248**	1,881,176	3,128,073	166.3
Gross profit	**645,017**	20,616	624,401	3,028.7	**1,163,779**	319,940	843,839	263.7
Gross profit percentage	**21.5%**	2.5%			**18.9%**	14.5%		
General and administrative	**301,953**	44,510	257,443	578.4	**541,327**	119,422	421,905	353.3
Storage and Delivery	**285,189**	73,015	212,174	290.6	**480,614**	140,261	340,353	242.7
Salaries and benefits	**474,688**	207,052	267,636	129.3	**1,159,246**	505,467	653,779	129.3
Advertising and promotion	**229,061**	109,233	119,828	109.7	**576,524**	304,038	272,486	89.6
Professional fees	**577,911**	23,217	554,694	2,389.2	**850,335**	31,515	818,820	2,598.2
Stock-based compensation	**62,972**	-	62,972	100.0	**178,720**	-	178,720	100.0
Reverse take-over listing fee	**-**	-	-	-	**991,454**	-	991,454	100.0
Net loss before interest and accretion expense and change in fair value of derivative liability.	**(1,286,757)**	(436,410)	(850,347)	194.9	**(3,614,441)**	(780,763)	(2,833,678)	362.9
Interest and accretion expense	**52,489**	23,325	29,164	125.0	**71,615**	67,653	3,962	5.9
Change in fair value of derivative liability	**-**	8,143	(8,143)	(100.0)	**-**	5,057	(5,057)	(100.0)
Net loss from continuing operations before income taxes	**(1,339,246)**	(467,878)	(871,368)	186.2	**(3,686,056)**	(853,473)	(2,832,583)	331.9
Income taxes recovery	**-**	-	-	-	**-**	-	-	-
Net loss from continuing operations	**(1,339,246)**	(467,878)	(871,368)	186.2	**(3,686,056)**	(853,473)	(2,832,583)	331.9
Net loss from discontinued operations, net of income taxes	-	-	-	-	**-**	2,229	(2,229)	(100.0)
Net loss and comprehensive loss	**(1,339,246)**	(467,878)	(871,368)	186.2	**(3,686,056)**	(855,702)	(2,830,354)	330.8
EBITDA[1]	**(1,286,757)**	(444,553)	(842,204)	189.4	**(3,614,441)**	(785,820)	(2,828,621)	360.0
As a percentage of revenue	**(43.0 %)**	(53.8%)			**(58.6%)**	(35.7%)		
Adjusted EBITDA[1]	**(682,954)**	(444,553)	(238,401)	53.6	**(1,823,544)**	(785,820)	(1,037,724)	132.1
As a percentage of revenue	**(22.8%)**	(53.8%)			**(29.5%)**	(35.7%)		

[1] See Non-IFRS Measures

Revenue

Revenue for the quarter-ended December 31, 2015 increased 262.1% over the same period in prior year, due both to the acquisition of Love Child and the continued strong internal growth of the existing GreenSpace brands.

As expected, the Love Child acquisition effectively doubled the Company's revenue run rate immediately. At the same time, sales on existing GreenSpace brands accounted for the remaining increase with continued revenue acceleration from every brand. Newly launched brands of Nudge and Kiwi Pure accounted for 18% of the quarter over quarter revenue increase.

Revenue increased 180.4% through the first nine months of fiscal 2016 as compared to the same period in the prior year, again primarily due to the acquisition of Love Child, incremental new brand launches and continued sales growth from Rolling Meadow fluid milk and legacy Life Choices products.

All of the Company's brands and new product offerings continue to be extremely well received and customer demand on all new and existing product offerings continues to build momentum for the Company quarter-over-quarter.

Gross Profit

The Company's gross profit margins in the third quarter and through the first nine months improved considerably compared to the same periods in prior year due to the acquisition of Love Child which has traditionally earned higher margins, gaining the consistency expected in the Rolling Meadow customer order patterns which reduced the amount of dairy inventory write-offs in the quarter and proportionately reducing the amount of retailer incentives as the Company gained scale and leveraged its ability to provide retailers with multiple product offerings.

Gross Profit margins in the quarter on the existing GreenSpace brands improved from a margin of 18.1% over the previous quarter ended September 30, 2015 to 21.5% in the current quarter. This was the third consecutive quarter of gross profit improvement realized by the Company and now with the completed acquisitions of both Love Child and Central Roast, the Company has the diversified product offerings and revenue scale it needs such that its consolidated margins are expected to continue to improve and should normalize over the next two quarters.

Selling, General and Administrative ("SG&A") Expenses

As the Company continues to grow, developing new brands, launching new products and generally building its presence in the North American organic and natural food market, it continued to see, as expected, higher SG&A expenses in the third quarter and year-to-date in fiscal 2016. After the acquisition of Love Child, the Company started to implement a number of cost saving initiatives whose benefits were not fully realized in the quarter. As expected many of the cost saving initiatives took a few months to implement and consequently the Company expects to realize the benefit of these initiatives in the final quarter of its current fiscal year.

For the three months ended December 31, 2015, general and administrative expenses increased from 5.4% of revenue in the third quarter of fiscal 2015 to 10.1% of revenue in the current quarter. For the first nine months of the year, general and administrative expenses increased from 5.4% of revenue in prior year to 8.8% in the current year. Both the quarterly and year-to-date increases were the result of i) higher travel expenses due to executives travelling across the country to meet with interested investors and complete due diligence and effectively integrate the Love Child acquisition; ii) investor relations costs now being incurred as a result of the Company going public and iii) $72,828 in exchange filing fees required to be paid in the quarter to complete the equity offering subsequent to quarter-end. Normalizing for just these filing fees would have brought the general and administrative expenses in the quarter and through the first nine months of 2016 to 7.7% of net revenue respectively. Love Child's travel expenses through the quarter were higher than anticipated as sales relationships were transitioned to the GreenSpace national sales team. Going forward, the Company expects overall general and administrative expenses, as percentage of net revenue, will return closer to its historic levels through the up-coming quarters.

As expected with the acquisition of Love Child doubling the Company's inventory size, GreenSpace continuing to sell through stock accumulated on new brands launched and moving to national distribution on many products, storage and delivery expenses also increased in the third quarter and year-to-date in fiscal 2016. For the quarter-ended December 31, 2015, storage and delivery expenses increased to 9.5% of revenue from 8.8% over the same period in prior year. For the first nine months of fiscal 2016, storage and delivery expenses increased to 7.8% of revenue from 6.4% over the same period a year ago. Both the quarterly and year-to-date increases were expected as the result of the consolidated higher inventory levels requiring more warehouse storage space, the perishable Rolling Meadow product lines requiring refrigerated storage and Love Child incurring proportionately higher storage and delivery costs to service customers in the United States. Management is currently in the

process of reviewing and renegotiating Love Child's North American warehouse agreements and freight contracts. It is expected that the finalized synergistic savings should be realized through the next two quarters.

With the acquisition of Love Child and the addition of a number of key staffing positions at the end of the Company's last fiscal year, salaries and benefit expenses continued to be higher in the current quarter and year-to-date compared to prior year. In the quarter the Company was only able to realize a portion of the Love Child planned headcount reductions, three staff were retained on a consulting basis to help with the transition and integration of the business. These positions are redundant and the consulting contracts end in the current quarter. Thus the Company will realize the remainder of its expected headcount synergies through the final quarter of its current fiscal year. With the acquisition of Love Child and continued internal growth experienced on legacy brands the Company is now realizing the revenue scale it needs to support its current organizational structure. As discussed in previous quarters, this structure has been put in place to facilitate growth and the current organizational structure will allow the Company to expand and integrate a number of strategic acquisitions without significant headcount additions.

The advertising and promotional expenses in the third quarter and year-to-date were lower as a percentage of net revenue due to the Company gaining economies of scale in marketing multiple brands under GreenSpace. After the acquisition of Love Child the Company started initiatives to consolidate marketing and promotional campaigns however none of those consolidated strategies were executed in the quarter. All are expected to be in place by the end of current fiscal year. Consequently, the Company expects advertising and promotion as a percentage of revenue will continue to be reduced in future quarters as these advertising and promotional cost synergies are realized.

Professional fees were higher during the third quarter of 2016 due to the incremental legal and accounting fees associated with the Company's equity offering and acquisition of Central Roast, completed subsequent to quarter-end. Professional Fees were higher through the first nine months of 2016 due not only to the fees discussed above but also those incurred to complete the Company's Qualifying Transaction, the acquisition of Love Child and legal fees incurred on a number of potential acquisition targets. It is expected that all of these incremental costs will be non-recurring and would not be considered part of normalized on-going operations. These incremental costs have been normalized in calculating adjusted EBITDA. Please see the non-IFRS measures section of the MD&A below for details on these adjustments.

Through the first nine months of fiscal 2016, the Company's Board of Directors granted a number of stock options around the Company's going-public transaction. Another tranche of options was awarded to all retained Love Child employees in the third quarter. The stock-based compensation expense recognized in the third quarter and year-to-date were the result of these option awards.

The reverse take-over listing fee expensed in the first half of fiscal 2016 was entirely related to the Company's qualifying transaction and this listing fee represented the difference between the accounting fair value of consideration paid and the Aumento net assets assumed. This is a non-cash expense that would not be considered part of normal operations of the Company and this expense will not reoccur in future periods. This reverse take-over listing fee has been normalized in calculating adjusted EBITDA. Please see the non-IFRS measures section of the MD&A below.

Interest and Accretion Expense

The Company incurred higher interest charges in the third quarter and year-to-date in fiscal 2016 due to the acquired debt associated with the Love Child acquisition and higher bank overdraft balances held through the current quarter.

Net loss and comprehensive loss

Net loss and comprehensive loss increased to ($1,339,246) (loss of $0.06 per share) in the third quarter of fiscal 2016 compared to ($467,878) (loss of $0.04 per share) over the same period in the prior year. For the nine months ended December 31, 2015, net loss and comprehensive loss increased to ($3,686,056) (loss of $0.20 per share) compared to ($855,702) (loss of $0.07 per share) over the same period in the prior year. The increased loss was primarily due to one-time, non-recurring expenses in the current quarter and year-to-date related to the Company's going-public transaction, numerous equity offerings and acquisitions of Love Child and Central Roast. As well, the Company made a number of planned brand investments which are expected to help the Company continue to grow and gain market share through future periods.

EBITDA and Adjusted EBITDA (see Non-IFRS Measures)

The decrease in EBITDA and Adjusted EBITDA seen in the third quarter of fiscal 2016 was not unexpected as the Company incurred non-recurring costs associated with its going-public transaction, numerous equity offerings and acquisitions of Love Child and Central Roast. As well, continuing through its growth phase, the Company incurred higher incentive and advertising costs in the current quarter and year-to-date to support its new brand launches and higher salary and benefit expenses due to

the assembly of a highly talented management team which will allow the Company to grow without the need to add additional resources.

SELECTED QUARTERLY INFORMATION

(expressed in Canadian dollars)

Unaudited quarterly financial data for fiscal 2016 and 2015 is summarized as follows. The sum of the net income per share from continuing and discontinued operations for each of the four quarters may not equal the net income per share for the full year, as presented, due to rounding.

Three months ended	Dec 31, 2015	Sept 30, 2015	June 30, 2015	Mar 31, 2015	Dec 31, 2014	Sept 30, 2014	Jun 30, 2014	Mar 31, 2014
	$	$	$	$	$	$	$	$
Revenue	2,993,299	1,733,474	1,446,254	1,433,105	826,713	756,910	617,493	502,517
Gross profit	645,017	313,875	204,887	283,298	20,616	168,527	130,797	164,016
Gross profit %	21.5%	18.1%	14.2%	19.8%	2.5%	22.3%	21.2%	32.6%
Net loss from continuing operations	(1,339,246)	(754,200)	(1,602,746)	(797,665)	(467,878)	(207,032)	(178,563)	(135,824)
Net income (loss) from discontinued operations	-	-	-	-	-	-	(2,229)	(12,135)
Net loss	(1,339,246)	(754,200)	(1,602,746)	(797,665)	(467,878)	(207,032)	(180,792)	(147,959)
Net loss per share from continuing operations – basic and diluted	(0.06)	(0.04)	(0.09)	(0.05)	(0.04)	(0.02)	(0.02)	(0.01)
EBITDA[1]	(1,286,757)	(737,129)	(1,590,555)	(737,501)	(444,553)	(183,926)	(159,571)	(133,282)
EBITDA %	(43.0%)	(42.5%)	(110.0%)	(51.5%)	(53.8%)	(24.3%)	(25.8%)	(26.5%)
Adjusted EBITDA[1]	(682,954)	(626,319)	(514,271)	(540,609)	(444,553)	(183,926)	(159,571)	(133,282)
Adjusted EBITDA %	(22.8%)	(36.1%)	(35.6%)	(37.7%)	(53.8%)	(24.3%)	(25.8%)	(26.5%)

[1]See Non-IFRS Measures

Certain of the Company`s product lines have seasonal fluctuations. For example, sales of the Life Choices BBQ product lines are stronger during the warmer summer months while sales of the Life Choices breaded and convenient snack food lines tend to be stronger during the colder fall/winter months. Sales of Holistic Choice Pet Food and Rolling Meadow milk, yogurt and butter product lines have not shown any significant seasonal fluctuations.

Historically, net sales in the 4th quarter are highest and sales in the 1st quarter are lowest. Similar to sales the Company's earnings have traditionally been lowest in the first quarter and relatively consistent in the second, third and fourth fiscal quarters. Thus, the results of operations and cash-flows for any particular quarter are not indicative of the results expected for the full fiscal year.

CASH FLOWS

Summary Statement of Cash Flows

(thousands of Canadian dollars)

	For the nine month period ended December 31,	
	2015	**2014**
Cash provided by (used for)	**$**	$
Operating activities	**(3,146,385)**	(1,304,747)
Investing activities	**(2,331,185)**	-
Financing activities	**5,477,570**	1,275,768
Net increase (decrease) in cash	**-**	(28,979)
Cash - beginning of period	**-**	28,979
Cash – end of period	**-**	-

Cash flow from continuing operations consumed $3.1 million for the nine month period ended December 31, 2015 (2015 - $1.3 million). The negative operating cash-flow for fiscal 2016 was primarily the result of an operating loss incurred year-to-date and cash used to fund inventory requirements associated with the new brand and product launches. When introducing a new brand or product to market the Company needs to manufacture an initial large volume order to meet co-packer minimum order requirements. Cash flow from investing activities consumed $2.3 million for the nine month period ended December 31, 2015 (2015 – nil). Cash was primarily used to complete the acquisition of Love Child and acquire furniture and equipment. The Company financed these investing and working capital requirements by completing a number of private equity placements and obtaining additional debt financing. Proceeds from its Qualifying Transaction private placement was also used to repay most of the Company's loan balances outstanding at the time of its Qualifying Transaction.

LIQUIDITY AND CAPITAL RESOURCES

During the year ended March 31, 2014, Life Choices issued convertible promissory notes for total proceeds of $314,371 bearing interest at 12% per annum. In April 2014, Life Choices issued an additional convertible promissory note for total proceeds of $100,000 bearing interest at 10% per annum on the same terms and conditions. In December 2014, all convertible promissory notes totaling an aggregate of $414,371 were converted, with the consent of the holders, into common shares resulting in the issuance of 285,772 common shares at a conversion price of $1.45 per share.

During the year ended March 31, 2015, Life Choices entered into two term credit facilities with the Business Development Bank of Canada ("BDC"). The first was a five year term credit facility for $100,000 bearing interest at 8.25% per annum. The second, was a four year term loan arrangement for $50,000 bearing interest at 6.0% per annum. These two term loan facilities had collateral security but contained no other financial covenants.

On March 2, 2015, Life Choices issued a promissory note to a current shareholder for proceeds of $500,000. The promissory note bore interest at 12.0% per annum and matured the earlier of May 30, 2015 or 5 business days subsequent to the completion of the Qualifying Transaction and concurrent private placement.

On April 30, 2015, proceeds from Life Choices`s private placement, which net totalled $4.8 million, completed in the conjunction with the Qualifying Transaction, were used to repay the full $500,000 shareholder promissory note plus accrued interest as well as the second BDC term credit facility.

On September 30, 2015, the Company continued to carry the first BDC term loan on its balance sheet. As well, the Company had available a $500,000 overdraft facility with TD Canada Trust. Subsequent to September 30, 2015 that overdraft facility was amended to allow the Company to borrow up to the lower of: i) $750,000 or ii) 75% of accounts receivable aged less than 90 days plus 15% of inventory up to $150,000. Both the original and amended facilities do not have any financial covenants and nothing was drawn on the facility at September 30, 2015.

On October 19, 2015, the Company completed the first tranche of a private placement whose net proceeds ($1.0 million) were used entirely to complete the acquisition of Love Child. On November 19, 2015, the second tranche of that private placement

was closed, contributing net proceeds of $0.9 million to the business. All of these net proceeds were used to repay Love Child acquired debt.

On February 25, 2016, the Company completed public equity offering to raise net proceeds of $8.0 million. $7.5 million of those net proceeds will make up the cash contribution to acquire 70% of the Central Roast business. The remainder will be used by the Company for operational working capital purposes.

The Company`s future operating cash flows are largely dependent upon profitability and its ability to manage its working capital requirements, primarily inventory, accounts receivable and accounts payable.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new Shares, taking on debt, acquiring cash through acquisitions or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

In recent periods, the Company has been dependent on external financing to fund its activities. In order to continue to achieve its capital objectives, the Company will attempt to spend/invest its existing working capital and raise additional amounts as needed.

The Company considers its capital to be equity, comprising all aspects of Shareholders' equity and long-term debt.

The Company manages capital through its financial and operational forecasting processes including working capital forecasts and forecasts of future operational cash flows. The Company budget is regularly updated based on actual experience and summary forecast information is frequently provided to the Board of Directors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has a non-material vehicle lease agreement expiring in January 2019.

On June 23, 2015, the Company also issued a stand-by letter of credit for $161,122 U.S. dollars from a Canadian financial institution to one of its U.S. suppliers as security. On October 26, 2015, the stand-by letter of credit was returned by the U.S supplier and cancelled by the Canadian financial institution.

Other than these two off-balance sheet arrangements, the Company has no other material off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

The Company has a short term lease arrangement for office space with a shareholder of the Company. The Company paid rent expense of $18,826 and $nil for the three-month period ended December 31, 2015 and 2014 and $23,465 and $nil for the nine-month period ended December 31, 2015 and 2014. The Company is in the process of finalizing a formal lease agreement with that shareholder.

The Company has an outstanding balance of $207,205 at December 31, 2015 (March 31, 2015 - $301,918) due to the CEO included in accounts payable and accrued liabilities. These amounts relate to unpaid compensation, accordingly, there are no specified repayment terms and this amount does not bear interest.

The Company purchases raw materials for the production of its finished products through a meat broker whose principal is also a shareholder of the Company. At December 31, 2015, $nil (March 31, 2015 - $415,230) was due to that meat broker. The year-end balance was included in accounts payable and accrued liabilities. For the three and nine month periods ended December 31, 2015 total purchases from that meat broker amounted to $nil and $437,111 respectively (2014 - $99,173 and $172,434). These purchases of raw materials are on an arm's length commercial terms and do not bear interest.

The Company has made a number of purchases for an unrelated company controlled by a common shareholder. The purchases are completed on arm's length commercial terms and are expected to be repaid within the upcoming quarter. At December 31, 2015, $47,525 was owed by the unrelated company controlled by a common shareholder (March 31, 2015 – the Company owed the unrelated company $19,101). The amount owed is non-interest bearing with no specified terms of repayment.

On March 2, 2015, the Company issued a promissory note to a shareholder for proceeds of $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or 5 business days subsequent to the completion of the Qualifying Transaction private placement. The principle promissory note and any accrued interest was repaid on May 5, 2015 subsequent to the completion of the private placement associated with the Qualifying Transaction.

On December 18, 2015, the Company issued a promissory note to a shareholder for proceeds of $400,000. The promissory note bears interest at 10.0% per annum, had a 1% placement fee and initially matured the earlier of June 30, 2016 or 10 business days subsequent to the completion of any equity financing. On February 25, 2016, the repayment term on the promissory note was extended by the shareholder to April 1, 2017.

Key management includes the Company's directors and officers. Compensation awarded to key management includes a salary, stock based compensation and director fees. The following table presents key management compensation:

	Three month period ended		Nine month period ended	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Salary and director fees	$211,191	$75,000	$587,359	$212,500

SUBSEQUENT EVENTS

Closing of Equity Offering

On February 25, 2016, the Company closed a public equity offering, underwritten by a syndicate co-led by Canaccord Genuity Corp. and GMP Securities L.P., and including Beacon Securities Limited and Dundee Securities Ltd**.** (collectively, the "Underwriters") to sell 9,315,000 units of the Company (the "Units") at a price of $0.90 per Unit to raise gross proceeds of $8,383,500 (the "Offering"). Each Unit consisted of one common share ("Common Share") and one-half of one common share purchase warrant ("Warrant"), each whole Warrant entitling the holder to purchase one Common Share at a price of $1.20 per Common Share for a period of 36 months from the closing of the Offering.

The Company also granted the Underwriters an over-allotment option (the "Over-Allotment Option") to purchase any combination of additional Units, Common Shares and/or Warrants that is equal to 15% of the number of securities sold under the Offering, exercisable at any time up to 30 days after the closing of the Offering.

The net proceeds of the Offering were used to complete the acquisition of 70% of the outstanding shares of Central Roast Inc. ("Central Roast"), working capital, and general corporate purposes.

Acquisition of Majority Ownership in Central Roast

On February 25, 2016, the Company completed the acquisition of 70% of the outstanding shares of Central Roast ("Acquisition").

The aggregate purchase price for Central Roast will be approximately $10.75 million, comprised of $7.50 million in cash, $3.00 million in Units and an interest-free unsecured vendor take back loan of $0.25 million payable in 12 equal monthly instalments.

The Company will have a mandatory secured obligation to purchase the remaining 30% of Central Roast 13 months from the closing of the Acquisition for $4.5 million, payable in $3.6 million cash and the remainder in Common Shares and Warrants (the "Mandatory Purchase"). The Mandatory Purchase can be accelerated at any time at the Company's option. Until the exercise of the Mandatory Purchase, The Company, prior to obtaining the remaining 30%, will have full operational control of the business will recognize 100% of the economic gains or losses incurred by Central Roast business over the interim period.

The Acquisition will continue to involve the assumption of existing indebtedness of Central Roast of approximately $1 million and the replacement of approximately $0.86 million of existing indebtedness owing to certain shareholders of Central Roast by the issuance of secured vendor take back loans totalling approximately $0.86 million (the "VTB 2"). The VTB 2 bears interest at a rate of 8% annually with interest payable monthly, subject to an increase in the interest rate to up to 21% annually in certain circumstances. The VTB 2 will be secured against the assets of the Corporation, the Purchaser and Central Roast and will be secured by a personal guarantee of an officer of the Company. The VTB2 is subject to mandatory repayment in certain circumstances and is due April 1, 2017. The VTB 2 will contain restrictive covenants and such other terms and conditions as are customary for secured notes of this nature and amount.

At the time of approval of these interim condensed consolidated financial statements, the initial accounting for this transaction is incomplete. Additional disclosures required under IFRS 3, B64, are still to be determined with respect to the acquisition of Central Roast, its measurement basis, valuation technique and significant inputs used to measure the fair value.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Management's discussion and analysis of its financial condition and results of operations, including the discussion on liquidity and capital resources, is based upon the Company's unaudited condensed consolidated interim financial statements, which have been prepared in accordance with IFRS unless otherwise noted.

The preparation of these unaudited condensed consolidated interim financial statements requires management to make estimates and judgements that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates and judgements, particularly those related to the determination of the estimated recoverable amount of accounts receivable, inventory, provisions, financial instruments and share based compensation. Management bases its estimates on historical experience and on various other assumptions, which are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources.

No known trends, commitments, events or other uncertainties are currently believed to materially affect the assumptions used. Critical accounting estimates and judgements are described in greater detail in the Life Choice's annual MD&A for the year ended March 31, 2015 and the audited annual consolidated financial statements for the year ended March 31, 2015.

CHANGES IN ACCOUNTING POLICIES / FUTURE ACCOUNTING POLICY CHANGES

The accounting policies followed in these condensed consolidated interim financial statements are consistent with those of the previous fiscal year.

Future Changes in Accounting Policies

The Company is currently evaluating the adoption of the following new and revised standards. Any changes will be made in accordance with the applicable transitional provisions.

IFRS 9 – Financial Instruments

On July 24, 2014, the IASB issued the final version of IFRS 9 Financial Instruments (IFRS 9), which replaces IAS 39 Financial Instruments: Recognition and Measurement. This final version of IFRS 9 represents the completion of the IASB's project on financial instruments and it includes the requirements for recognition and measurement, impairment, derecognition and general hedge accounting. This final version of IFRS 9 supersedes all prior versions of IFRS 9 and is effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company currently intends to adopt the standard on its effective date and is evaluating the impact on its consolidated financial statements.

IFRS 15 - Revenue from Contracts with Customers

On May 28, 2014, the IASB published IFRS 15 Revenue from Contracts with Customers, which replaces IAS 18, Revenues. The principle of this new standard is to recognize revenue to depict the transfer of goods or services to a client, for an amount which reflects the payment that the entity expects to receive in exchange for those goods and services. Revenue is recognized and measured using a five-step model. The new standard also introduces additional disclosures. This new standard is effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company currently intends to adopt the standard on its effective date and is evaluating the impact on its consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company is subject to certain risks and uncertainties that could have a material adverse effect on the Company's results of operations, business prospects, financial condition and the trading price of the common shares. These risks and uncertainties include: cyclicality, reduction in demand, seasonality, competition, information management, foreign exchange, labour, income tax matters, customer concentration, relationships with suppliers, product liability, capital and liquidity risk, collections from customers, interest rates, distribution agreements, lack of long term customer sales agreements, dependence on key personnel, and growth challenges. All of these factors remain substantially unchanged from those described in the Company's 2015 Annual Information Form and the Life Choice's March 31, 2015 year-end MD&A.

NON-IFRS MEASURES

Definitions and Reconciliations

"EBITDA" is earnings before interest expense, income taxes, depreciation and amortization. The Company's management believes that in addition to net income or loss, EBITDA is a useful supplemental measure of cash available for distribution prior to debt service, changes in working capital, capital expenditures and income taxes. However EBITDA is not a recognized measure under IFRS. Investors are cautioned that EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS, or as an indicator of the Company's performance, or as an alternative to cash flows from operating, investing and financing activities which measure the Company's liquidity and cash flows. The Company's method of calculating EBITDA may differ from the method used by other issuers and, accordingly, the Company's EBITDA calculation may not be comparable to similarly titled measures used by other issuers.

"Adjusted EBITDA" represents EBITDA adjusted to exclude non-recurring income and expenses. The Company's management believes that in addition to net income or loss, Adjusted EBITDA is a useful supplemental measure of cash available for distribution prior to debt service, changes in working capital, capital expenditures and income taxes. Adjusted EBITDA allows management to compare the Company's operating performance over time on a consistent basis. It is believed that certain investors and analyst use Adjusted EBITDA to measure a company's ability to service debt and to meet payment obligations, or as a common valuation measurement. However, Adjusted EBITDA is not a recognized measure under IFRS. Investors are cautioned that Adjusted EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS, or as an indicator of the Company's performance, or as an alternative to cash flows from operating, investing and financing activities which measure the Company's liquidity and cash flows. The Company's method of calculating Adjusted EBITDA may differ from the method used by other issuers and, accordingly, the Company's Adjusted EBITDA calculation may not be comparable to similarly titled measures used by other issuers.

Reconciliation of Net loss from continuing operations to EBITDA and Adjusted EBITDA from continuing operations

(expressed in Canadian dollars)

	3-months ended December 31, 2015	9-months ended December 31, 2015
	$	$
Net loss and comprehensive loss	**(1,339,246)**	**(3,686,056)**
Interest and accretion expense	**52,489**	**71,615**
EBITDA	**(1,286,757)**	**(3,614,441)**
Add back non-recurring expenses		
Reverse take-over listing fee	**-**	**991,454**
TSX listing fees	**72,828**	**72,828**
Legal expenses associated with the Qualifying Transaction	**-**	**110,545**
Legal expenses associated with Equity Offerings and Acquisitions	**381,475**	**456,370**
Auditing expenses associated with the Qualifying Transaction	**-**	**10,200**
Auditing expenses associated Equity Offerings and Acquisitions	**149,500**	**149,500**
Adjusted EBITDA	**(682,954)**	**(1,823,544)**

	3-months ended December 31, 2014	9-months ended December 31, 2014
	$	$
Net loss and comprehensive loss from continuing operations	(467,878)	(853,473)
Interest and accretion expense	23,325	67,653
EBITDA and Adjusted EBITDA	(444,553)	(785,820)

OUTSTANDING SHARE DATA

As of February 26, 2016, after closing the Offering and completion of the acquisition of Central Roast, the Company had 35,120,811 common shares issued and outstanding, 8,202,617 warrants convertible into 8,202,617 common shares of the Company and 1,392,380 options, convertible into 1,392,380 common shares of the Company.

OUTLOOK

This section contains certain forward-looking statements. Please refer to the disclosure under the heading “Forward-Looking Statements” for a discussion of risks and uncertainties related to such statements.

Management continues to believe that there are a number of fundamental trends occurring within both the global and North American food market, which will inevitably drive demand for the Company's brands and products in future periods. As reported by the 2014 NPN Journal Industry Report, organic food sales are growing at an annual rate of 14% as compared to conventional food sales growing at an annual rate less than 2%. Presently, organic food sales make up only 6% of consumer food purchases but with these varying growth rates, it is expected that organic and natural sales take a much larger portion of consumer food purchases over the next five years. Considering this the 2014 NPN Journal Industry Report expects that the Global organic food market will reach $210 billion by the year 2020 and over the next five years that market will have a cumulative average growth rate of 15.7%.

With these trends in mind, Management continues to be optimistic that this anticipated growth in the organic and natural food market will continue to drive demand for the Company’s developed products and provides a lot of opportunity for further expansion into new product offerings within acquired and existing brands. In particular, Management believes it is one of very few companies positioned to capitalize on the emerging grass-fed trend in Canada. Through its dairy brand, Rolling Meadow, and the Life Choices brand, the Company has carved out a niche in the Canadian grass-fed market, which it hopes to exploit with continued product and brand launches.

The Company continues to intend to grow through a two pronged growth strategy. Firstly, the Company expects to have strong and on-going internal brand and product development. There are currently a number of new product offerings in various stages of development that the Company expects to release to the market by the middle of the up-coming fiscal year. Secondly, the Company expects to grow through acquisition by making strategic investments in strong, simple ingredient businesses. Both the Love Child acquisition completed in the quarter and Central Roast acquisition completed subsequent to quarter-end are great examples of the type of business that the Company is looking to acquire. After these acquisitions the Company has a pro-forma annualized revenue run-rate of $24.5 million consolidating the historical financial results of the acquired businesses. With this larger revenue base. Management expects to leverage its strong customer relationships, utilize its distribution networks and realize on a number of synergistic cost savings through its up-coming fiscal year to generate positive EBITDA and positive operating cash-flow results. Management continues to feel it is in a strong position to be one of the principle consolidators in the North American natural and organic food market, due to its industry position and accumulated reputational goodwill.

As it grows, the Company will focus on cost containment, margin enhancement and cash-flow management. By integrating various brands and strategic acquisitions, GreenSpace aims to achieve economies of scale, become EBITDA and operating cash-flow positive and continue to enhance its overall market penetration.

FORWARD-LOOKING STATEMENTS

Certain statements in this press release constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements made under the heading "Outlook" and other statements concerning the Company's 2016 objectives, strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally 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. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements and there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause such differences include the cyclical nature of the construction and agriculture industries, changes in general economic conditions and interest rates, adverse weather, cost and availability of materials used to manufacture the Company's products, competitive developments, legislative and government policy changes, as well as other risk factors included in the Company's Annual Information Form dated November 9, 2015 under the heading "Risks and Uncertainties Related to the Business" and as described from time to time in the reports and disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements or levels of dividends and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward looking statements. The factors underlying current expectations are dynamic and subject to change. Certain statements included in this press release may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for all purposes. All forward-looking statements in this press release are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this press release and except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION

Additional information, including the Company's annual information form, is on SEDAR at www.sedar.com.