# GREENSPACE BRANDS INC.

**Management's Discussion and Analysis**

**For the three and nine month periods ended December 31, 2019 and 2018**

# GreenSpace Brands Inc.

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**MANAGEMENT’S DISCUSSION AND ANALYSIS**
**of Financial Condition and Results of Operations**
**For the three and nine month periods ended December 31, 2019 and 2018**

This Management’s Discussion and Analysis (“MD&A”) is a review of the consolidated financial condition and results of operations of GreenSpace Brands Inc. (“the Company”) for the three and nine month periods ended December 31, 2019 and 2018. The MD&A 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 condensed interim consolidated financial statements for the three and nine month periods ended December 31, 2019 along with the Company’s annual consolidated financial statements and accompanying notes for the year ended March 31, 2019, which have been filed with applicable regulatory authorities and are available through SEDAR at www.sedar.com.

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 adjusted gross profit, earnings before interest expense, income taxes, depreciation and amortization (“EBITDA”) and adjusted EBITDA as defined in the “Non-IFRS Measures” section. Adjusted gross profit, 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 28, 2020.

**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 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 the Company 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 a 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 CPA Canada 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.

The Company is in the business of developing, marketing and selling premium, convenient, natural foods to Canadians. We have a diverse brand portfolio, focused on complimenting the needs of today's consumers. Our product assortment focuses on satisfying the needs of consumers as they transition through their different need states; from baby and infant to premium snacking, beverages and dairy products. The Company sources natural ingredients largely from local, ethically operated suppliers and combines these ingredients into tasty and nutritious products.

The Company has acquired or internally developed and brought to market several brands in the natural food space, which currently include:

**Life Choices**

Life Choices offers premium convenience meat products to Canadian consumers, featuring grass-fed and/or pasture-raised meat that is raised without the use of added hormones and antibiotics. Life Choices sources its natural ingredients from ethically operated farms and combines those ingredients into tasty and nutritious products. All of Life Choices beef and pork products feature one common trait: they all contain meat from 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 Acid's. Life Choices places a premium on chickens raised in low-density barns and the ethical treatment of the birds. Sales of this product line has been suspended in the quarter.

**Love Child**

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, toddlers and small children. Love Child's mission is to bring to market natural and nutritionally-rich food, without the addition of any synthetic preservatives, refined sugars or other additives.

Love Child develops and sells organic, nutritionally focused food products targeted at infants, toddlers and small children. Love Child always seeks to go "beyond organic" in the products it develops: specifically, it has a strong focus on using clean, simple ingredients, avoids the use of refined sugars and preservatives, and includes recognized superfood ingredients in the majority of its product range. Love Child's core target market is the parents of infants and small children, aged nine months to six years, who are increasingly prioritizing organic, nutritious food for their children.

**Central Roast**

On February 25, 2016, the Company completed the 70% share acquisition of Central Roast Inc. ("Central Roast"). Central Roast is a leading natural, functional snack company that manufactures, markets, and distributes healthy snacks to major consumer retail customers in Canada. On October 7, 2016, as part of finalizing the terms on a new three-year, $7.5 million revolving senior secured asset-based lending facility ("ABL Facility") the Company acquired the remaining 30% of the issued and outstanding shares of Central Roast.

Central Roast is a leading all-natural functional snacking company in Canada, producing and distributing all-natural, simple snack foods mainly consisting of raw and roasted nuts, seeds and dried fruits in various functional assortments, with a focus on quality, taste and nutrition. Central Roast began operations in 2011, and since inception increased its product distribution to be in most of the major grocery retailers across Canada. Central Roast produces an assortment of branded and private label products in tubs, branded bags, single-serve bags and scoop bulk bags in a range of product lines.

**Kiju**

On January 18, 2017, the Company completed the acquisition of Nothing But Nature Inc. ("Nothing But Nature") which owns the Kiju brand. Nothing But Nature was sold to Zurban Beverages on May 21, 2019.

**CEDAR**

On August 23, 2017, the Company acquired all the outstanding shares of The Cold Press Corp. which owns the CEDAR brand. The CEDAR brand is a leader in selling a wide variety of premium cold-pressed juice-based products and probiotic enriched juices and provides unique flavour combinations that deliver premium superfood nutrition through major consumer retail channels in Canada.

The Cold Press Corp. develops and sells the CEDAR cold press juice. CEDAR juice uses fresh fruits and vegetables to make the juices and undergoes a High-Pressure Processing ("HPP") method to maximize the living enzymes, nutrients and vitamins from the juices. This process is unlike traditional pasteurized products that uses heat to extends shelf life of drinks, which kills the nutrients and vitamins. CEDAR has recently expanded their product lines to spreads (snacks) and kombucha (gut health drink).

**GO VEGGIE**

On January 24, 2018, the Company acquired all the outstanding shares of Galaxy Nutritional Foods, Inc., ("Galaxy Foods") which owns the GO VEGGIE brand.

Over 40 years ago, Galaxy Nutritional Foods Inc. created the cheese alternative category for health-conscious consumers and is proud to remain America's leading provider of great-tasting dairy-free products. Today, under Galaxy's GO VEGGIE brand, the company continues to innovate and offer consumers healthier dairy-free choices. Across its portfolio – Vegan, Lactose-Free, and Lactose & Soy Free – GO VEGGIE offers over 45 products across the United States in a wide variety of formats.

**Riot Eats**

In September 2018, the Company announced the launch of Riot Eats, a new plant-based dairy brand whose products feature plant-based cheeses, butters and spreads. Riot Eats will launch as the only USDA Organic shredded and sliced cheese alternative brand in the North American market, and will defy category standards and limitations by providing higher quality products with superior taste. The Company expects the rollout to both natural and conventional grocery channels in early 2020.

## OPERATING STRATEGY

The Company's operating strategy over the long-term is designed to create value for customers and shareholders through increased distribution of its brands, innovative product development, increased same-store sales volume with customers, market and channel expansion and diversification of the brand and product portfolio.

The Company's immediate-term strategy is to focus on providing its customers with the level of service they demand, while meeting suppliers commitments and improving the Company's profitability and cash generation as our shareholders expect.

### THIRD QUARTER AND YEAR-TO-DATE CONSOLIDATED RESULTS

The following is a table and description of the third quarter and year-to-date consolidated operational results for the Company.

### Consolidated Interim Statements of Operations and Comprehensive Loss

| (expressed in thousands of Canadian dollars) | For the 3-month period ended December 31 | | | | For the 9-month period ended December 31 | | | |
|---|---|---|---|---|---|---|---|---|
| | **2019** | 2018 | Inc/(Dec) | Inc/(Dec) | **2019** | 2018 | Inc/(Dec) | Inc/(Dec) |
| | **$** | $ | $ | % | **$** | $ | $ | % |
| Gross revenue | **11,285** | 19,228 | (7,943) | (41.3%) | **40,553** | 61,869 | (21,316) | (34.5%) |
| Less: rebates and discounts | **(1,516)** | (2,282) | 766 | (33.6%) | **(5,434)** | (6,975) | 1,541 | (22.1%) |
| Less: listing fees | **(120)** | (452) | 332 | (73.5%) | **(173)** | (785) | 612 | (78.0%) |
| Net revenue | **9,649** | 16,494 | (6,845) | (41.5%) | **34,946** | 54,109 | (19,163) | (35.4%) |
| Cost of goods sold | **6,742** | 12,793 | (6,051) | (47.3%) | **25,797** | 41,653 | (15,856) | (38.1%) |
| Gross profit | **2,907** | 3,701 | (794) | (21.5%) | **9,149** | 12,456 | (3,307) | (26.5%) |
| Gross profit percentage | **30.1%** | 22.4% | | | **26.2%** | 23.0% | | |
| **Adjusted gross profit[1]** | **3,027** | 4,153 | (1,126) | (27.1%) | **9,322** | 13,270 | (3,948) | (29.8%) |
| **Adjusted gross profit percentage** | **31.0%** | 24.5% | | | **26.5%** | 24.2% | | |
| General and administrative | **224** | 2,219 | (1,995) | (89.9%) | **4,156** | 5,254 | (1,098) | (20.9%) |
| Storage and Delivery | **471** | 1,271 | (800) | (62.9%) | **2,873** | 4,098 | (1,225) | (29.9%) |
| Salaries and benefits | **1,077** | 2,087 | (1,010) | (48.4%) | **3,405** | 5,767 | (2,362) | (41.0%) |
| Advertising and promotion | **378** | 832 | (454) | (54.6%) | **1,080** | 2,745 | (1,665) | (60.7%) |
| Professional fees | **194** | 52 | 142 | 273.1% | **636** | 439 | 197 | 44.9% |
| Stock-based compensation | **21** | 37 | (16) | (43.2%) | **60** | 104 | (44) | (42.3%) |
| Amortization of intangible assets | **608** | 701 | (93) | (13.3%) | **1,854** | 2,102 | (248) | (11.8%) |
| Net income (loss) before underlying items | **(66)** | (3,498) | 3,432 | (98.1%) | **(4,915)** | (8,053) | 3,138 | (39.0%) |
| Interest expense | **592** | 404 | 188 | 46.5% | **1,934** | 1,207 | 727 | 60.2% |
| Accretion expense | **-** | 15 | (15) | (100.0%) | **14** | 73 | (59) | (80.8%) |
| Restructuring expense | **-** | - | - | - | **195** | - | 195 | - |
| Other income and expense | **(68)** | - | (68) | - | **(94)** | 98 | (192) | - |
| Foreign exchange loss | **(125)** | 697 | (822) | (117.9%) | **60** | 788 | (728) | (92.4%) |
| Net loss before income taxes | **(465)** | (4,614) | 4,149 | (89.9%) | **(7,024)** | (10,219) | 3,195 | (31.3%) |
| Deferred income taxes (recovery) | **(171)** | (195) | 24 | (12.3%) | **(537)** | (586) | 49 | (8.4%) |
| Net loss | **(294)** | (4,419) | 4,125 | (93.4%) | **(6,487)** | (9,633) | 3,146 | (32.7%) |
| EBITDA[1] | **744** | (2,659) | 3,403 | (128.0%) | **(2,749)** | (5,667) | 2,918 | (51.5%) |
| As a percentage of net revenue | **7.7%** | (16.1%) | | | **(7.9%)** | (10.5%) | | |
| **Adjusted EBITDA[1]** | **948** | (948) | 1,896 | (200.0%) | **(1,364)** | (2,316) | 952 | (41.1%) |
| **As a percentage of net revenue, excluding listing fees** | **9.7%** | (5.6%) | | | **(3.9%)** | (4.2%) | | |

[1] *See non-IFRS measures*

**Use of Non-IFRS Measures, Measures of Operating Performance and Reconciliation of Net (Loss) Earnings to Adjusted EBITDA**

The Company's consolidated financial statements are prepared in accordance with IFRS. Management uses IFRS, non-IFRS and operating performance measures as key performance indicators to better assess the Company's underlying performance and provides this additional information in this MD&A.

**Adjusted Gross Profit** is a non-IFRS measure which represents gross profit adjusted to exclude non-recurring, one-time listing fees which would not be considered part of on-going, normal operations. The Company's management believes that in addition to gross profit, adjusted gross profit is a useful supplemental measure of gross profit prior to one-time expense items such as listing fees. Adjusted gross profit allows management to compare the Company's margin overtime on a consistent basis. However, adjusted gross profit is not a recognized measure under IFRS. Investors are cautioned that Adjusted gross profit should not be construed as an alternative to gross profit determined in accordance with IFRS. The Company's method of calculating Adjusted gross profit may differ from the method used by other issuers, and accordingly, the Company's Adjusted gross profit calculation may not be comparable to similarly titled measures used by other issuers.

**EBITDA** is a non-IFRS measure calculated by adding back non-cash expenses to operating income and is used by management to measure operating performance. The Company defines EBITDA as earnings before interest, accretion expense, taxes, unrealized foreign exchange gains or losses, depreciation, amortization and goodwill impairment charges.

**Adjusted EBITDA** is a non-IFRS measure and excludes finance costs, interest income, income tax expense or recovery, depreciation and amortization and income or expenses of a non-recurring, unusual or one-time nature. Adjusted EBITDA is a measure used by management, the food and beverage industry and investors as an indicator of the Company's operating performance, ability to incur and service debt, and as a valuation metric. The Company uses Adjusted EBITDA to evaluate the operating performance of its business as well as an executive compensation metric. While Adjusted EBITDA is a non-IFRS measure, management believes that it is an important indicator of operating performance because it excludes the effect of financing and investing activities by eliminating the effects of interest and depreciation and removes the impact of certain non-recurring items that are not indicative of our ongoing operating performance. Therefore, management believes Adjusted EBITDA gives investors greater transparency in assessing the Company's results of operations. 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.

**Selling, General and Administrative ("SG&A") Expenses** is a non-IFRS measure and excludes amortization of intangible assets.

A reconciliation of the Company's Gross Profit to Adjusted gross profit as outlined in the following table:

**Reconciliation of Gross profit to Adjusted gross profit**
*(expressed in thousands of Canadian dollars)*

| | **Three months ended** | | **Nine months ended** | |
|---|---|---|---|---|
| | **December 31, 2019** | December 31, 2018 | **December 31, 2019** | December 31, 2018 |
| | **$** | $ | **$** | $ |
| Gross profit | **2,907** | 3,701 | **9,149** | 12,456 |
| ***Add back non-recurring expenses*** | | | | |
| Listing fees | **120** | 452 | **173** | 785 |
| Loss on discontinued product | - | - | - | 29 |
| **Adjusted gross profit** | **3,027** | 4,153 | **9,322** | 13,270 |
| **Adjusted gross profit percentage** | **31.0%** | 24.5% | **26.5%** | 24.2% |

**Reconciliation of Net loss from continuing operations to EBITDA and Adjusted EBITDA from continuing operations**
*(expressed in thousands of Canadian dollars)*

A reconciliation of the Company's net loss to Adjusted EBITDA is outlined in the following table:

| | Three months ended | | Nine months ended | |
|---|---|---|---|---|
| | **December 31, 2019** | December 31, 2018 | **December 31, 2019** | December 31, 2018 |
| | **$** | $ | **$** | $ |
| Net loss | **(294)** | (4,419) | **(6,487)** | (9,633) |
| Interest and accretion expense | **592** | 419 | **1,948** | 1,280 |
| Depreciation and amortization | **742** | 839 | **2,267** | 2,484 |
| Unrealized foreign exchange loss | **(125)** | 697 | **60** | 788 |
| Deferred income tax recovery | **(171)** | (195) | **(537)** | (586) |
| **EBITDA** | **744** | (2,659) | **(2,749)** | (5,667) |
| ***Add back non-cash and non-recurring expenses*** | | | | |
| Stock based compensation | **21** | 37 | **60** | 104 |
| Fines and penalties for shorts | **240** | - | **790** | - |
| Listing fees | **120** | 452 | **173** | 785 |
| Restructure cost | **-** | 1,222 | **195** | 1,704 |
| Professional fees | **64** | - | **408** | |
| Recall expense | **(241)** | - | (241) | 758 |
| **Adjusted EBITDA** | **948** | (948) | **(1,364)** | (2,316) |

### Revenue

Gross revenue for the third quarter ended December 31, 2019, decreased 41.3% and net revenue, which is gross revenue less deductions for rebates, discounts and one-time listing fees, decreased 41.5% over the same period in the prior year. The decrease in revenue was primarily due to the exclusion of Rolling Meadow Dairy and Kiwi Butter revenue from the portfolio as they were sold to Agrifoods Cooperative Subsidiary on January 31, 2019, as well the exclusion of Nothing But Nature revenue from the portfolio as it was sold to Zurban Beverages Inc. on May 21, 2019. Additionally, the Company continued to experience significant short shipments in the quarter as a result of tight working capital.

### Gross Profit and Adjusted Gross Profit (see Non-IFRS Measures)

The Company's adjusted gross profit margin for the third quarter ended December 31, 2019, increased by 6.5% to 31.0% compared to 24.5% in the same period the prior year. The increase in the quarter was primarily due to the proportionately higher volume of sales from brands with higher margins as well as the discontinuation of the sale of lower-margin brands.

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

Overall, SG&A expenses for the third quarter ended December 31, 2019, decreased from 33.8% of gross revenue in the third quarter of fiscal 2019 to 21.0% of gross revenue in the current quarter.

General and administrative expenses for the third quarter ended December 31, 2019, decreased by 9.5% of gross revenue over the comparable period last year, from 11.5% of gross revenue in the third quarter of fiscal 2019 to 2.0% of gross revenue in the current quarter. The decrease was primarily due to a reduction in the expected credit loss provision and cost savings from the previously announced restructuring initiatives. These were offset by fines and penalties from short shipments.

Storage and delivery expenses for the third quarter ended December 31, 2019, decreased by 2.4% of gross revenue over the comparable period last year, from 6.6% of gross revenue in the third quarter of fiscal 2019 to 4.2% of gross revenue in the current quarter. This is primarily due to a greater focus on not shipping partial orders, not breaking down pallets and a general focus on reducing Storage and Delivery costs. Additionally, storage and delivery expenses were lower as the Company has curtailed shipping smaller quantities of products across all major brands.

Salaries and benefits expense for the third quarter ended December 31, 2019, decreased to 9.5% of gross revenue compared to 10.9% the same period last year, The Company expects salaries and benefits as a percentage of revenue to decrease as the revenue base grows and as the cost rationalization of the business continues to take effect.

Advertising and promotional expenses for the third quarter ended December 31, 2019, decreased by 1.0% of gross revenue over the comparable period last year, from 4.3% of gross revenue in the third quarter of fiscal 2019 to 3.3% of gross revenue in the current quarter. The decrease was primarily due to the timing of marketing initiatives as well as reduced innovation costs compared to the prior year comparable period.

Professional fees expenses for the third quarter ended December 31, 2019, increased by 1.4% of gross revenue over the comparable period last year, from 0.3% of gross revenue in the third quarter of fiscal 2019 to 1.7% in the current quarter. Non-recurring expenses, relating strategic initiatives undertaken by the Company consisted of $0.07million in the current quarter.

Consistent with previous quarters, the Company continues to recognize stock option expenses associated with the option awards granted by the Company's Board of Directors to all employees. As the grants are amortized using a graded vesting method, stock-based compensation expense often fluctuates from quarter to quarter. The Company has also approved and implemented a PSU plan for employees and is instituting a Director Share Unit (DSU) plan.

**Interest Expense**

The Company incurred interest of $0.6 million in the third quarter ended December 31, 2019, compared to $0.4 million in the prior period. At the end of the third quarter, the Company had a vendor take-back loan ("VTB") payable of $8.56 million associated with the Galaxy acquisition, which was completed in the fourth quarter of fiscal 2018. The VTB has an interest rate of 8.5% per annum until July 1, 2019, and 12% per annum thereafter. The Company finished the third quarter with $5.9 million outstanding on its asset-based credit facility.

**Foreign Exchange Loss**

Unrealized foreign exchange gain of $0.1 million was recorded due to the revaluation of the VTB from the Galaxy acquisition. The US$5.72 million VTB amount is re-valued at each of the period end date using the period end date spot rate.

**Adjusted EBITDA (see Non-IFRS Measures)**

For the third quarter ended December 31, 2019, the Company reported a gain in Adjusted EBITDA of $0.9 million (9.7% of net revenue) compared to an Adjusted EBITDA of $(0.9 million) ((5.6%) of net revenue) over the same period in prior year. Adjusted EBITDA was affected by lower sales in the quarter (41.3%) compared to the prior year comparative period, partially offset by a decrease in operating expenses as discussed above.

## SELECTED QUARTERLY INFORMATION FROM CONTINUING OPERATIONS

*(expressed in Canadian dollars)*

Unaudited quarterly financial data for fiscal 2020, fiscal 2019 and fiscal 2018 are summarized as follows. The sum of the net income per share from continuing operations for the four quarters in both fiscal 2019 and fiscal 2018 may not equal the net income per share for the full year, as presented, due to rounding.

*(expressed in thousands of Canadian dollars, except per share amounts)*

| Three months ended | 31-Dec-19 | 30-Sep-19 | 30-Jun-19 | 31-Mar-19 | 31-Dec-18 | 30-Sep-18 | 30-Jun-18 | 31-Mar-18 (Restated) | 31-Dec-17 |
|---|---|---|---|---|---|---|---|---|---|
| | | | $ | $ | $ | $ | $ | $ | $ |
| Gross revenue | 11,285 | 12,831 | 16,437 | 16,125 | 19,228 | 21,656 | 20,985 | 19,132 | 16,348 |
| Less: rebates and discounts | (1,516) | (1,518) | (2,400) | (2,602) | (2,282) | (2,349) | (2,344) | (2,116) | (1,798) |
| Less: listing fees | (120) | - | (53) | (191) | (452) | (262) | (70) | (543) | (284) |
| Net revenue | 9,649 | 11,313 | 13,984 | 13,332 | 16,494 | 19,044 | 18,571 | 16,473 | 14,266 |
| Gross profit | 2,907 | 3,240 | 3,002 | 2,442 | 3,701 | 4,440 | 4,315 | 2,935 | 3,064 |
| Gross profit % | 30% | 29% | 22% | 18% | 2240% | 23% | 23% | 18% | 22% |
| **Adjusted gross profit[1]** | **3,027** | **3,240** | **3,055** | **2,633** | **4,153** | **4,703** | **4,413** | **3,478** | **3,348** |
| **Adjusted gross profit %** | **31%** | **29%** | **22%** | **20%** | **25%** | **24%** | **24%** | **20%** | **23%** |
| Net loss from continuing operations | (441) | (3,894) | (2,299) | (5,043) | (4,419) | (1,596) | (3,613) | (9,664) | (734) |
| Net loss per share from continuing operations – basic and diluted | (0.00) | (0.05) | (0.03) | (0.06) | (0.06) | (0.02) | (0.05) | (0.13) | (0.01) |
| EBITDA[1] | 744 | (2,412) | (1,081) | (2,716) | (2,659) | (672) | (2,335) | (1,530) | (213) |
| EBITDA % of net revenue | 8% | (21%) | (8%) | (20%) | (16%) | (4%) | (13%) | (9%) | (2%) |
| **Adjusted EBITDA[1]** | **948** | **(2,048)** | **(264)** | **(2,980)** | **(948)** | **(984)** | **(388)** | **(262)** | **528** |
| **Adjusted EBITDA, as a percentage of net revenue excluding listing fees** | **10%** | **(18%)** | **(2%)** | **(22%)** | **(6%)** | **(5%)** | **(2%)** | **(2%)** | **4%** |

[1]See Non-IFRS Measures

The results of operations and cash-flow 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)*

| | Nine months ended December 31 | |
|---|---|---|
| | **2019** | 2018 |
| Cash provided by (used for) | **$** | $ |
| Operating activities | **(3,046)** | (2,811) |
| Investing activities | **4,495** | (1,067) |
| Financing activities | **(1,449)** | 3,878 |
| Net increase (decrease) in cash | **-** | - |
| Cash - beginning the of the period | **-** | - |
| **Cash – end of the period** | **-** | - |

Cash flow from operations consumed $3.0 million for the nine-month period ended December 31, 2019 (2018 – ($2.8) million). This was due to investment in the US business and new product launches, offset by the collection of receivables throughout the fiscal year as well as reductions in inventory and management of working capital. Specifically, there were collections of accounts receivable from key customers that were previously fully provided for in the expected credit loss provision.

Cash from investing activities increased due to the sale Nothing But Nature to Zurban Beverages on May 21, 2019, offset by activities to acquire equipment and invest in product development. The Company financed its working capital and investing cash needs by additional debt financing.

The Company drew upon the remaining $1.0 million from the loan agreement with Primary Capital Inc. The loan was comprised of an initial principal amount of $2 million, before transaction costs, and an additional $2 million available on standby which could be drawn at any time within the first six months of the Loan at the option of the Company, in two tranches of $1 million each. As of December 31, 2019, the Company had drawn both of the additional $1.0 million tranches for a total outstanding liability of $4.0 million. The Company also paid off the advance on its ABL facility of $1.8 million, which was used to finance working capital in the prior quarter.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company monitors its capital structure and makes adjustments according to market conditions 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. Management and the Board of Directors review the capital structure on an ongoing basis.

The Company considers its capital to be share capital and debt.

The Company manages capital through forecasting processes whereby working capital and operational cashflow are forecasted weekly to identify any capital shortfall or surplus proactively. The Company's budget is updated regularly based on experience. The annual budget is re-forecast quarterly.

The Company will focus on cash generation and working capital management. This is expected to enable the Company to service its customers as they demand, while meeting supplier commitments and driving the financial performance that shareholders are looking for.

On December 31, 2019, the Company was not in compliance with its fixed charge coverage covenant with its lender, however subsequent to quarter-end, the lender has provided a waiver for the default.

## OFF-BALANCE SHEET ARRANGEMENTS

On July 4, 2016, the Company entered into a 10-year lease agreement for a 50,000 square foot warehouse facility. The lease agreement commenced on November 1, 2016, and the Company believes the space will be sufficient to accommodate the current year inventory build as a result of new revenue opportunities, and the new facility also gives the Company adequate space for growth. The new leased facility has an annual rent of $0.4 million.

In October 2016, under its new ABL Facility, the Company issued a standby letter of credit for $0.2 million to one of its Canadian suppliers for extended credit terms.

## TRANSACTIONS BETWEEN RELATED PARTIES

### *Loans from Related Parties*

The Galaxy VTB of $8.564 million is with a principal amount of USD$5.72 million and bears interest at a rate of 8.5% per annum until July 1, 2019, and 12.0% thereafter. The loan matures on January 24, 2020, with no set repayment schedule. Interest expense accrued for the quarter ended December 31, 2019, is approximately $0.2 million (2018 - $0.2 million).

### *Transactions with Related Parties*

The Company has a lease arrangement for office space with a shareholder of the Company, at market rents. The Company paid rent expense during the quarter of $0.03 million (2018 - $0.05 million).

The Company has an outstanding balance of $0.126 million on December 31, 2019 (December 31, 2018- $0.149 million) 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's CEO has provided a personal guarantee to BDC

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

| | **Three months ended** | | **Nine months ended** | |
|---|---|---|---|---|
| | **December 31, 2019** | December 31, 2018 | **December 31, 2019** | December 31, 2018 |
| Salary and director fees | **99** | 186 | **380** | 535 |

## SUBSEQUENT EVENTS

### *Primary Loan*

On December 24, 2019, The Company was scheduled to repay $4.0 million to Primary Capital Inc. On February 18, 2020 the maturity date was extended to December 23, 2020. As part of this extension, the holder has agreed to convert approximately $3.56 million of debt and interest into equity, leaving approximately $0.8 million in debt at a 12% coupon rate. Under the terms of the extension, the Company may prepay any portion of the debt without notice, penalty or bonus at any time however 10% of the debt is due June 2020.

### *Galaxy VTB*

The holder of the Galaxy VTB has agreed to extend the maturity date from January 24, 2020 to December 23, 2020. Under the extension, the Company may prepay any portion of the debt without notice, penalty or bonus, at any time however 10% of the debt is due June 2020.

### *Pender Investment Agreement*

On February 26, 2020, Pender Growth Fund Inc. and Pender Fund Capital Management Ltd (collectively "Pender") took a lead position in the Company's a private placement, of up to 100 million common shares (the "Shares") for $0.065 per share for aggregate gross proceeds of $6.5 million. In connection with the transaction, five members of the Company's current Board of Directors will resign and be replaced by three Pender appointees. The completion of the Private Placement, including the Board of Directors changes, is subject to the Company obtaining the approval of shareholders and the approval of TSX Venture Exchange authorizing Pender to take a control position in the Company. Initially, Pender will take up to a 19.99% equity stake in the Company. The first tranche of $1.2 million was received on February 27, 2020. If shareholder approval is granted, the Private Placement and the appointment of the Pender Nominees will constitute a Change of Control of the Company under the policies of the TSX Venture Exchange. The Private Placement is expected to close in tranches until no later than April 15, 2020. All Shares issued under the Private Placement will be subject to a four-month hold period.

**SECOND QUARTER FINANCIAL ADJUSTMENT**

| (expressed in thousands of Canadian dollars) | For the 3-month period ended September 30 | | | |
|---|---|---|---|---|
| | Filed 2019 | Adj | Revised 2019 | 2018 |
| | $ | $ | $ | $ |
| Gross revenue | 12,831 | - | 12,831 | 21,656 |
| Less: rebates and discounts | (1,518) | - | (1,518) | (2,349) |
| Less: listing fees | - | - | - | (262) |
| Net revenue | 11,313 | - | 11,313 | 19,045 |
| Cost of goods sold | 8,073 | - | 8,073 | 14,605 |
| Gross profit | 3,240 | - | 3,240 | 4,440 |
| Gross profit percentage | 28.6% | | 28.6% | 23.3% |
| **Adjusted gross profit[1]** | 3,240 | - | 3,240 | 4,702 |
| **Adjusted gross profit percentage** | 28.6% | | 28.6% | 24.4% |
| General and administrative | 1,461 | 1,959 | 3,420 | 628 |
| Storage and Delivery | 1,112 | - | 1,112 | 1,383 |
| Salaries and benefits | 878 | 137 | 1,015 | 1,795 |
| Advertising and promotion | 260 | - | 260 | 1,106 |
| Professional fees | (2) | - | (2) | 184 |
| Stock-based compensation | 24 | - | 24 | 39 |
| Amortization of intangible assets | 607 | - | 607 | 701 |
| Net income (loss) before underlying items | (1,100) | (2,096) | (3,196) | (1,396) |
| Interest expense | 739 | - | 739 | 412 |
| Accretion expense | - | - | - | 28 |
| Restructuring expense | - | - | - | - |
| Other income and expense | (11) | - | (11) | 98 |
| Foreign exchange loss | 141 | - | 141 | (143) |
| Net loss before income taxes | (1,969) | (2,096) | (4,065) | (1,791) |
| Deferred income taxes (recovery) | (171) | - | (171) | (195) |
| Net loss | (1,798) | (2,096) | (3,894) | (1,596) |
| EBITDA[1] | (316) | (2,096) | (2,412) | (672) |
| As a percentage of net revenue | (2.8%) | | (21.3%) | (3.5%) |
| **Adjusted EBITDA[1]** | 48 | (2,096) | (2,048) | (984) |
| **As a percentage of net revenue, excluding listing fees** | 0.4% | | (18.1%) | (5.1%) |

The expected credit loss under IRFS9 was understated in the second quarter ended September 30, 2019 by $1.9 million. Had the correct provision been expensed general and administrative expenses would have been $3.4 million compared to $0.6 million in the same prior-year period. As of September 30, 2019, the correct expected credit loss provision was $3.4 million. As of December 31, 2019, the Expected Credit Loss provision was $2.8 million. The Company believes that the majority of this amount will be collected.

Salaries and benefits in the second quarter ended September 30, 2019 we understated by $0.1 million. As a result, the correct salaries and benefits in the second quarter ended September 30, 2019 would have been $1.0 million compared to $1.8 million in the same prior-year period. As a percentage of gross revenue salaries and benefits decreased marginally in the second quarter ended September 30, 2019 compared to the same prior-year period.

## 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 consolidated financial statements, which have been prepared in accordance with IFRS unless otherwise noted.

The preparation of these 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 expected credit loss on accounts receivable, provisions for inventory, business combinations, intangible assets valuation and goodwill impairment. 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 Company's audited annual consolidated financial statements for the year ended March 31, 2019.

### CHANGES IN ACCOUNTING POLICIES / FUTURE ACCOUNTING POLICY CHANGES

The Company's accounting policies are set out in the Company's annual consolidated financial statements for the year ended March 31, 2019 and were consistently applied to all the periods presented, except for IFRS 16 standard for lease which has been applied on a retrospective basis.

**Financial Instruments**

**Derivative Liability**

Subsequent to initial recognition, derivative liability is stated at fair value with any gains or losses arising on remeasurement being recognized in the statement of operations and comprehensive loss. Fair value is determined in using a Monte Carlo valuation model.

**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 16 – Leases**

Effective April 1, 2019, the Company adopted IFRS 16, Leases, replacing IAS 17, which resulted in changes in accounting policies as described below. In accordance with the transitional provisions in the standard, IFRS 16 was adopted retrospectively without restating comparatives, with the cumulative impact adjusted in the opening balances as at April 1, 2019. The Company also utilized certain practical expedient elections whereby (i) there is no need to reassess whether an existing contract is a lease, or contains an embedded lease if previously determined under IAS 17, (ii) short term and low-value leases are treated as operating leases, and (iii) there is no need to reassess the previous assessments in respect of onerous contracts that confirmed there were no existing onerous lease contracts. Under IFRS 16, most leases are now recognized on the balance sheet for lessees, essentially eliminating the distinction between a finance lease and an operating lease under IAS 17, where operating leases were reflected in the consolidated statements of earnings (loss).

Other accounting standards or amendments to existing accounting standards that have been issued, but have future effective dates, are either not applicable or are not expected to have a significant impact on the Company's 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 2019 Annual Information Form and the Company's March 31, 2019 year-end MD&A.

## OUTSTANDING SHARE DATA

As of December 31, 2019, the Company had 76,049,764 common shares issued and outstanding, no warrants convertible into common shares of the Company and 1,602,019 stock options, convertible into 1,602,019 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.

The Company continues to believe that there are a number of fundamental trends occurring within both the Global and North American food industries that will continue to support consumer demand for GSB products

The Company has recently been recapitalized through a Private Placement which has allowed the business to recover its working capital position. For the foreseeable future, the Company is focusing on generating EBITDA, rebuilding inventory and filling customer orders and is not anticipating many new product launches or any brand acquisitions. The Company believes that in the restructured operating model that now exists, with appropriate levels of working capital, it will be able to generate EBITDA on an ongoing basis and will be running the business with a view towards optimizing EBITDA versus top line growth.

## 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 2019 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 13, 2019 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.