RELEVIUM TECHNOLOGIES INC.
MANAGEMENT DISCUSSION AND ANALYSIS
For the year ended June 30, 2021

This Management's Discussion and Analysis ("MD&A") for Relevium Technologies Inc. ("Relevium" or the "Company") should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2021 (the "Reporting Period") and the notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS").

The effective date of this MD&A is January 31, 2023.

COVID-19 PANDEMIC

The COVID-19 pandemic hit Canada and the United States in March 2020. The operations and financial condition of the Company have been affected by this global health crisis. Since the beginning of the COVID-19 pandemic, the management and board of Relevium have worked remotely. The Company is in compliance with all federal, provincial, and municipal regulations that have been put in place since the beginning of the pandemic. The Company will continue to monitor closely developments in this regard, with the health and safety of the Company's employees and management as the primary concern.

GOING CONCERN UNCERTAINTY

The accompanying consolidated financial statements have been prepared in accordance with IFRS on the going concern basis, which presumes the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of business. The Company has a history of losses, has consumed significant amount of cash resources in the past and has continued to do so in the year ended June 30, 2021. During the year ended June 30, 2021, the Company incurred a net loss of $5,368,336 and had incurred cash flow from operations of $127,539. As at June 30, 2021, the Company had a negative working capital of $5,435,700.

Historically, the Company has successfully raised financing through the issuance of debt and common shares. However, the Company expects that cash disbursements over the next 12 months will exceed cash resources and additional funds will be required to finance the operations of the Company. Therefore, as at June 30, 2021, there is a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern without obtaining additional financial resources.

To date, the Company has financed its cash requirements primarily by issuing shares, warrants and debt instruments. The Company's ability to continue as a going concern is subject to its ability to raise additional financing and to generate cash flows from its operations. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

The outbreak of COVID-19, which the World Health Organization declared to be a pandemic on March 11, 2020, has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. It has created challenges for the entire market.

State of emergency or shutdown declarations by several governments have impacted the Company's operations for the year ended June 30, 2021, resulting in a decrease in sales as well as earnings. Given the continued developments in the COVID-19 global pandemic, Management is closely monitoring the evolution

of this pandemic, As the uncertainty regarding the full extent and duration of the pandemic continues, Management is focussing on a cash conservation plan aimed at ensuring maximum available liquidity and financial flexibility until crisis abates and market conditions stabilize.

OVERVIEW

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

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

Background

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

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

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

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

BGX E-Health LLC (BGX)

Based in Orlando, Florida, BGX markets dietary supplements, nutraceuticals, sports nutrition, and cosmeceuticals, primarily through its Bioganix® brand portfolio online in the US and, as of September 2018, in Europe. Relevium's brands, such as Bioganix®, are sold at some of the world's largest retailers, including Walmart.com and Amazon.com.

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

BGX is currently testing a complete line of dietary supplements derived from hemp, with an initial focus on hemp-derived, whole-plant organic extracts rich in CBD (cannabidiol). These hemp-derived dietary supplements are deemed as food supplements rather than medicinal products. The product line will be marketed through its brand LeefyLyfe™ and will be sold in the USA, Latin America, and Europe.

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

ADDRESSABLE MARKETS FOR RELEVIUM

The Nutraceutical Market

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

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

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

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

The Market for Personal Protection Equipment ("PPE") and the Current Pandemic

Valued at USD$52.7 billion in 2019 and expected to reach USD$92.5 billion by 2025, the growth of this market is driven primarily by the current COVID-19 pandemic and corporations' focus on employee protection to reduce injuries at work. Rising industrial fatalities give the direction for the government and the employers to provide the protective equipment for the workers' protection and to reduce the injury rate.

In April 2020, the Company entered this market by manufacturing a line of hand sanitizers to meet the demand in the market. In July 2020, the Company entered into a joint cooperation agreement with H-Source Holdings, an online secured platform that allows buyers and sellers of PPE to conduct business in a secured and verifiable platform.

In September 2020, the Company secured a contract totaling $US20 million to supply PPE to government agencies and began to work with H-Source to negotiate and secure supply.

In 2021, the Company continued to deal with logistics and supply issues. The company has developed direct relationships with one of the largest manufacturers of protective medical gloves in the world and expects this market to continue to be of strategic significance to the Company.

As of the date of this MD&A, the market has regulated most supply issues and prices have settled to a new level somewhat higher than pre-pandemic.

OUTLOOK

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

- Marketing and product positioning strategies into segmented demographics in the US
- Continued review of its current product line and product development
- Obtaining licenses or direct sourcing of exclusive products
- Partnerships and joint ventures for new products

COVID-19

As of the date of this MD&A, the Pandemic has been regulated and, in most countries, it is under control. Management will continue to monitor the post pandemic situation and attempt to orient the Company's operations and corporate strategy, accordingly, including product positioning of its protective gear product line.

CORPORATE HIGHLIGHTS FOR THE REPORTING PERIOD

During the year ended June 30, 2021, the Company announced the following developments:

Private Placement

On July 9, 2020, the Company completed a private placement (third tranche) that was originally announced on May 25, 2020. The Company issued 2,049,916 units of the Company at a price of $0.035 per unit and 600,000 common shares at a price of $0.035, for gross proceeds of $92,747 to the Company. Each unit consists of one common share of the Company and one share purchase warrant entitling the holder thereof to purchase one common share at a price of $0.05 for the next two years. No finder's fees were paid.

Expansion of CleanCare™ brand

On July 13, 2020, the Company announced the expansion of its CleanCare™ brand into the disinfection and personal protection market, following its successful entry into the hand sanitizing business.

Following this successful launch of its hand sanitizing products, and in view of new demand arising from the ongoing global pandemic, the Company's brand is expanding its mandate to cover disinfection and personal protection equipment and supplies (the "PPES Business"). With the expected introduction of air purification and disinfection home and office systems, the Company is also mapping the entry into disinfection technologies and other personal protection products.

$20 million contract for personal protection equipment

On September 17, 2020, Relevium announced that its wholly-owned subsidiary, BGX, had secured a US$20 million contract to supply critical personal protection equipment ("PPE") to the Canadian health care market.

The COVID-19 global pandemic has created significant gaps in the supply of PPE, and the Company, in partnership with the H-Source platform (as described above), has developed a strategic supply chain that provides effective access to the required products.

BGX has secured the first contract to supply critical PPE to authorized medical distribution companies located in Canada and aimed to satisfy urgent needs of healthcare institutions across Canada. The contract requires BGX to supply several hundred million examination gloves, as well as other critical supplies, with a total value of this initial contract of US$20 million.

During 2020 and 2021, the Company worked with HSC Medical Inc. and its commission partners to fulfill the entire commitment. Funds totaling US$18 million were placed on deposit with several suppliers, who have never been able to supply the product. The Company's subsidiary, BGX-E-Health and HSC Medical have taken legal steps to recover the funds advanced to all these entities.

According to market research company Grand View, in 2019, prior to the pandemic, the global nitrile gloves market size was valued at US$3.12 billion, with an expected compound annual growth rate of 14.1% from 2020 to 2027, not including the effect of the current pandemic. Rising awareness regarding the benefits of the PPE product in healthcare facilities, coupled with the recent COVID-19 pandemic, are expected to accelerate the long-term demand, and in particular as health agencies in Europe review proposals for making the use of nitrile gloves mandatory in the services and institutional industries as well.

Agreement with Holders of Convertible Notes

On December 18, 2020, the Company signed an agreement with the convertible note holders to extend the term of the repayment of the convertible notes ("Convertible Notes"). On December 20, 2020, the Company was due to repay Convertible Notes in the amount of $2,352,942. As per the agreement among the Company and all Convertible Note holders, the maturity date of these Notes was initially extended to January 31, 2021, subject to the conditions below.

- All warrants issued to Convertible Note holders, which have a strike price of $0.05 and were scheduled to expire on December 20, 2020, shall have their expiration date amended to December 20, 2022;
- The Company agreed to pay an extension fee of $24,000 to the Convertible Note holders, which was subsequently paid through the issuance of 800,000 common shares of the Company; and
- Interest and monitoring fees for January 2021 must be paid by December 28, 2020.

In addition, the Company had the option to extend the maturity date of the Convertible Notes up to three times for an additional 30 days each by paying an additional extension fee equal to 2% of the principal balance of the Convertible Notes for each extension. Relevium exercised this option to extend the Convertible Notes, which were further extended to June 1, 2021.

On June 30, 2021, Relevium announced that it had reached an agreement with the Convertible Note holders

to settle the outstanding Convertible Notes, which amounted to $2,798,550 at that date. The Company and the Convertible Note holders agreed to settle the total of $2,798,550, including interest and accrued fees, as follows:

- Shares for debt settlement of $2,434,439 at a price equal to $0.02, reflecting market closing pricing in accordance with TSX Venture Exchange ("TSX-V") policy relief extended to issuers due to the pandemic; and
- Cash payment for the balance over the subsequent 60 days totalling $364,111.

This settlement did not create a control person, as defined by Canadian securities law. The Company received TSX-V approval for this settlement on August 10, 2021.

SUBSEQUENT EVENTS

Convertible Notes

On October 1, 2021, the Company announced that it had completed its shares-for-debt settlement, pursuant to which the Company has settled an aggregate of $2,434,439.16 of debt with certain holders of outstanding Convertible Notes through the issuance of 121,721,958 common shares in the capital stock of the Company at a deemed price of $0.02 per share ("Shares-for-Debt Settlements"); these 121,721,958 common shares were issued on September 13, 2021.

AIP Convertible Private Debt Fund LP and AIP Private Capital Inc. (collectively, "AIP") were participants in the Shares-for-Debt Settlements. AIP acquired a total of 65,405,520 common shares at a deemed price of $0.02 per share in settlement of an aggregate of $1,308,110 of debt.

Immediately prior to the closing of the Shares-for-Debt Settlements, AIP held a total of 460,000 common shares. Immediately following the Shares-for-Debt Settlements, AIP held a total of 65,865,520 common shares, representing approximately 19.99% of the Company's issued and outstanding common shares.

On August 1, 2022, Aurum Maximus LLC, a Company controlled by Aurelio Useche, the Company's President & CEO, paid the remaining loan balance outstanding of $108,603 to AIP and the noteholders, and thereby assumed this debt.

Settlement with Weedsense

On December 17, 2021, Relevium announced an out-of-court settlement between the Company and Weedsense Inc. The parties had agreed to settle their dispute out-of-court with Relevium paying a total amount of $75,000 in common shares of the Company at a deemed price of either the higher of a 10-day volume weighted average price prior to issuance of the shares or $0.02. The transaction is subject to the approval of the TSX-V. As of the date of this MD&A, the TSX-V has not given its approval, and no shares have been issued.

Cease Trade Order

On January 10, 2022, the TSX-V halted trading in the Company's common shares until such time as Relevium completes certain filings with the TSX-V.

SELECTED ANNUAL INFORMATION

The following table summarizes key financial data to be read in conjunction with the audited financial statements of the Company for the years ended June 30, 2021 and 2020, prepared in accordance with IFRS and reported in Canadian dollars.

	Fiscal year ended June 30		
	2021	2020	2019
	$	$	$
Revenue	913,644	2,974,161	3,628,650
Net and comprehensive loss	(5,310,552)	(6,934,532)	(3,750,536)
Total assets	758,860	4,334,466	8,560,452
Total liabilities	5,662,822	4,278,944	3,512,144
Basic and fully diluted loss per share	(0.0256)	(0.0456)	(0.0329)
Weighted average outstanding shares	206,992,034	151,924,404	113,802,757

FINANCIAL HIGHLIGHTS FOR THE REPORTING PERIOD

The Company reported total assets of $758,860 as at June 30, 2021 (June 30, 2020: $4,334,466), a decrease of $3,575,606. The decrease was primarily due to the impairment of the remainder of the goodwill of $207,815, an impairment on the brand of $338,163, an impairment on licenses of $2,411,837. Total liabilities at June 30, 2021 were $5,662,822 (June 30, 2020: $4,278,944), an increase of $1,383,878. The increase was mainly contributed by customer deposit of $1,031,434, and an increase of $606,186 in short-term debt to $2,801,310 (June 30, 2020: $2,195,124).

During the year ended June 30, 2021, the Company performed a goodwill impairment test and decided to recognize a write-down of $207,815; this is associated with the goodwill incurred as a result of the purchase of the Bioganix® online portal in its BGX E-Health subsidiary.

Shareholders' deficiency was $4,903,962 at June 30, 2021 (June 30, 2020: shareholders' equity of $55,522), a decrease of $4,959,484. This is primarily due to an increase in the deficit of $5,368,336. This was counterbalanced by increases of share capital of $116,264, share purchase warrants of $24,804 and accumulated other comprehensive income of $57,784. In addition, the subscription receivable of $210,000 was eliminated during the Reporting Period.

During the year ended June 30, 2021, the Company generated revenues from its Bioganix® brand of $913,644 (June 30, 2020: $2,974,161), representing a decrease of $2,060,517. The Company reported a net comprehensive loss of $5,310,552 during the year ended June 30, 2021 (June 30, 2020: loss of $6,934,532).

During the year ended June 30, 2021, the Company announced the following financial related developments:

- On July 9, 2020, Relevium completed a private placement. The Company issued 2,049,916 units of the Company at a price of $0.035 per unit and 600,000 common shares at a price of $0.035, for gross proceeds of $92,747 to the Company. Each unit consists of one common share of the Company and one share purchase warrant entitling the holder thereof to purchase one common share at a price of $0.05 for the next two years. No finder's fees were paid.

RESULTS FROM OPERATIONS

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

	Fiscal year ended June 30 (audited)		
	2021	**2020**	**Variance**
	$	**$**	**$**
Sales	**913,644**	**2,974,161**	**(2,060,517)**
Cost of sales	499,169	1,780,006	(1,280,837)
Gross profit	414,475	1,194,155	(779,680)
Accreted interest	157,818	221,644	(63,826)
Administration fees	61,513	160,373	(98,860)
Amortization of assets	4,659	4,659	-
Bad debt expense	53,608	152,747	(99,139)
Change in fair value of warrant liability	-	(117,715)	117,715
Change in fair value of warrants	(29,033)	26,000	(55,033)
Consulting fees	374,815	947,481	(572,666)
General and administrative expenses	467,759	898,011	(430,252)
Impairment of intangible assets	2,750,000	1,154,267	1,595,733
Impairment of goodwill	207,815	2,067,246	(1,859,431)
Interest on long-term debt	593,060	345,036	248,024
Gain on foreign exchange	(15,112)	(34,145)	19,033
Other expenses	-	344,798	(344,798)
Professional fees	403,377	301,999	101,378
Selling and marketing	577,809	1,653,382	(1,075,573)
Settlement expense	75,000	-	75,000
Write-down of inventory	80,843	-	80,843
Write-down of prepaid expenses	18,880	-	18,880
	5,782,811	8,125,783	(2,342,972)
Net loss	**(5,368,336)**	**(6,931,628)**	**1,563,292**
Other comprehensive items			
Exchange differences on translation of foreign operations	57,784	(2,904)	60,688
Net comprehensive loss	**(5,310,552)**	**(6,934,532)**	**1,623,980**
Loss per share – basic and diluted	(0.026)	(0.046)	

Weighted average number of shares outstanding	206,992,034	151,924,404

During the fiscal year ended June 30, 2021, the Company generated $913,644 in revenues (June 30, 2020: $2,974,161), representing a decrease of $2,060,517 over revenues generated in the fiscal year ended June 30, 2020. In the Reporting Period, the COVID-19 pandemic had the effect of reducing online sales of the Company's products. In addition to the effect of the pandemic, the competitive environment also became more intense at that time. The decrease in sales was driven primarily by restrictions for inbound inventory imposed by Amazon marketplace, global wide supply chain shortages and subsequently liquidity issues affecting the overall operations. The Company decreased the variety of products offered as a result.

The costs of goods sold in the fiscal year ended June 30, 2021 were $499,169 (June 30, 2020: $1,780,006), representing a decrease of $1,280,837. In the year ended June 30, 2021, cost of goods sold accounted for 54% of sales (June 30, 2020: 60%). This resulted in a gross profit of $414,475 for the fiscal year ended June 30, 2021 (June 30, 2020: $1,194,155), representing a decrease of $779,680. Gross profit accounted for 45% of sales in the year ended June 30, 2021 (June 30, 2020: 40%).

Total expenses for fiscal year ended June 30, 2021 were $5,782,811 (June 30, 2020: $8,125,783), representing a decrease of $2,342,972. As indicated in the table above, the primarily contribution to the decreases was the impairment comprised of the intangible assets and goodwill (decrease of $263,698), selling and marketing expenses (decrease of $1,075,573), consulting fees (decrease of $572,666), general and administrative expenses (decrease of $430,252) and other expenses (decrease of $344,798). During the year ended June 30, 2021, there were increases in interest on long-term debt (increase of $248,024), change in fair value of warrant liability (increase of $165,967) and professional fees (increase of $101,378)

The net comprehensive loss for the year ended June 30, 2021 was $5,310,552 (June 30, 2020: loss of $6,934,532), a decrease of $1,623,980.

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

SUMMARY OF QUARTERLY RESULTS

Quarter Ended	Revenues	Net Loss & Comprehensive Loss	Net loss per share (Basic & diluted)	Weighted Average Common Shares
	$	$	$	
June 30, 2021	214,008	(4,090,222)	(0.020)	207,770,388
Mar. 31, 2021	227,994	(466,341)	(0.002)	209,767,167
Dec. 31, 2020	138,526	(426,757)	(0.002)	206,970,388
Sep. 30, 2020	333,116	(327,232)	(0.002)	205,386,700
June 30, 2020	302,486	(5,693,210)	(0.034)	168,470,839
Mar. 31, 2020	529,735	(197,871)	(0.001)	147,446,356
Dec. 31, 2019	1,124,254	(190,451)	(0.001)	147,446,356
Sep. 30, 2019	1,017,686	(853,000)	(0.006)	144,483,924

FOURTH QUARTER

As indicated in the table above, the revenues in the fourth quarter of fiscal year 2021 were $214,008 (Fourth quarter of 2020: $302,486), a decrease of $88,478. The net loss and comprehensive loss for the three-month period ended June 30, 2021 was $4,090,222 (June 30, 2020: $5,693,210), a decrease of $1,602,988. In the fourth quarter of the fiscal year ending June 30, 2021, the significant attribution to the decreases due to write-down of impairment of goodwill and tangible assets, accretion of interest, consulting fees and professional fees.

The major events that impacted the financial results in the fourth quarter of the Company's reporting period were:

1. The COVID-19 pandemic and its effects on online sales; and
2. Increased competition in the online marketplace.

FINANCIAL POSITION

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

As at	June 30, 2021	June 30, 2020
	$	$
Total Assets	758,860	4,334,466
Current Assets	178,870	792,002
Current Liabilities	5,614,570	4,201,659
Current Working Capital Deficit	(5,435,700)	(3,409,657)

At June 30, 2021, the Company had total assets of $758,860 (June 30, 2021: $4,334,466), current assets of $178,870 (June 30, 2020: $792,002) and current liabilities of $5,614,570 (June 30, 2020: $4,201,659). The Company had a negative working capital of $5,435,700 at June 30, 2021, compared to negative working capital of $3,409,657 at June 30, 2020. The principal reason for this significant change in working capital is due to the long-term debt and customer deposit on the Company's balance sheet. At June 30, 2021, Relevium had $2,801,310 in long-term debt, $1,031,434 in customer deposit. In addition, the accounts payable and accrued liabilities of the Company were $1,311,527 at June 30, 2021 (June 30, 2020: $1,390,688), a slight decrease of $79,161.

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

At June 30, 2021, the Company has 58,249,017 warrants issued and outstanding that, if fully exercised, could generate $2,912,451 in capital to support the Company's activities. A description of Relevium's warrant transactions can be found in Note 13 of Relevium's annual consolidated financial statements for the year ended June 30, 2021.

Number of warrants	Weighted average Exercise price ($)	Expiry Date
46,894,194	0.05	May 2022
6,000,000	0.05	June 2022
2,049,916	0.05	July 2022
3,304,907	0.05	December 2022
58,249,017	0.05	

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

CAPITAL RESOURCES

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

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

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

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet transactions as at June 30, 2021.

RELATED PARTIES TRANSACTIONS

The Company's related parties include the CEO, CFO, directors, corporate secretary and family members of these parties. Unless otherwise stated, none of the transactions incorporates special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. All balance of advances receivable and advances payable are measured at fair value and occurred in the normal course of business. Transactions with related parties for the years ended June 30, 2021 and 2020 were as follows:

	June 30, 2021 $	June 30, 2020 $
Management and directors' fees	447,322	374,398
Professional fees to corporate secretary	47,925	49,574
Loan with Investiness Inc.	-	230,000
Loan with Aurelio Useche	-	74,954

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

	As at	Amounts owed to Related Parties $
Management and directors	June 30, 2021	391,339
	June 30, 2020	176,466
Corporate Secretary	June 30, 2021	64,082
	June 30, 2020	54,929

Stock Option Plan

The purpose of the Stock Option Plan (the "Plan") is to serve as an incentive for the directors, officers, employees and service providers who will be motivated by the Company's success, as well as to promote ownership of common shares of the Company by these people. There is no objective attached to the Plan and no relationship to manage the Company's risks. A description of Relevium's stock option transactions can be found in Note 14 of Relevium's annual consolidated financial statements for the year ended June 30, 2021.

At June 30, 2021, the Company had a total of 3,355,000 options issued and outstanding that, if fully exercised, could generate $675,250 in capital to support the Company's activities.

Number of options	Weighted average exercise price ($)	Expiry Date
180,000	0.10	Dec. 2022
1,250,000	0.15	Sep. 2025
1,675,000	0.19	Dec. 2027
250,000	0.15	Oct. 2028
3,355,000	0.1707	

The Company has issued 3,355,000 options out of 6,983,684 options authorized under the incentive stock option plan.

Management's Responsibility for Financial Information & Accounting Estimates

Relevium's annual consolidated financial statements are the responsibility of Relevium's management and were prepared by Relevium's management in accordance with IFRS. A description of Relevium's significant accounting policies can be found in Note 4 of Relevium's annual consolidated financial statements for the year ended June 30, 2021.

Many of the amounts included in these annual consolidated financial statements require management to make judgements and/or estimates. These judgements and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Actual results may differ from the amounts included in the annual consolidated financial statements. A description of Relevium's critical accounting estimates, judgements and assumptions can be found in Note 3 of Relevium's annual consolidated financial statements for the year ended June 30, 2021.

CHANGES IN ACCOUNTING POLICIES

Standards issued but not yet effective

At the date of authorization of the Company's consolidated financial statements, the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC") have issued the following amendments which are effective for annual periods beginning on or after December 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company had assessed that the adoption of the following amendments will not have any significant impact on its consolidated financial statements:

Amendments to IAS 1 – Presentation of Financial Statements ("IAS 1")
In January 2020, the IASB issued amendments to IAS 1 which clarify the requirements for classifying liabilities as either current or non-current by: (i) specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists; (ii) clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services; (iii) clarifying that classification is unaffected by management's expectation about events after the balance sheet date; and (iv) clarifying the classification requirements for debt an entity may settle by converting it into equity.

The amendments clarify existing requirements, rather than make changes to the requirements, and so are not expected to have a significant impact on an entity's financial statements. However, the clarifications may result in reclassification of some liabilities from current to non-current or vice-versa, which could impact an entity's loan covenants. Because of this impact, the IASB has provided a longer effective date to allow entities to prepare for these amendments. In July 2020, the IASB issued an amendment to defer the effective date of the amendments by one year from its originally planned effective date to annual periods beginning on or after January 1, 2023 due to the impact of COVID-19. Early application is permitted.

Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37")
In May 2020, the IASB issued amendments to update IAS 37. The amendments specify that in assessing whether a contract is onerous under IAS 37, the cost of fulfilling a contract includes both the incremental costs and an allocation of costs that relate directly to contract activities. The amendments also include examples of costs that do, and do not, relate directly to a contract. These amendments are effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted.

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")
In February 2021, the IASB issued Definition of Accounting Estimates, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments to IAS 8 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, market risk and

interest rate risk.

Fair value

Hierarchy of Fair Value Measurements

IFRS 13 – Fair Value Measurement requires disclosure of a three-level hierarchy for fair value measurements based upon transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: Fair value is based on quoted market prices in active markets for identical assets or liabilities.

Level 2: Fair value is based on observable inputs other than Level 1 prices, such as quoted market prices for similar, but not identical, assets or liabilities in active markets, quoted market prices for identical assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Fair value is based on non-observable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Financial instruments classified within Level 3 of the fair value hierarchy are initially fair valued at their transaction price, which is considered the best estimate of fair value. After initial measurement, the fair value of Level 3 assets and liabilities is determined using valuation models, discounted cash flow methodologies, or similar techniques.

The carrying values of cash and cash equivalents, short-term investments, receivables, bank advances, accounts payable and accrued liabilities, loan payable, loan from officer and long-term debt approximate their fair values due to the immediate or short-term maturity of these financial instruments.

The determination of the fair value of intangible assets, goodwill and warrant liability was calculated using level 3 fair value hierarchy. The determination of the contingent consideration payable and the convertible notes payable was calculated using level 2 fair value hierarchy.

Credit risk

The Company is exposed to credit risk through its cash and cash equivalents and trade and other receivables. Credit risk results from the possibility that a loss may occur from the failure of another party to perform according to the terms of a contract.

Cash and cash equivalents are maintained with a high-quality financial institution. As the Company's cash is held by a single Canadian bank, there is a concentration of credit risk. The carrying amount of cash and cash equivalents represents the Company's maximum credit exposure. Trade and other receivables are all current and are recouped within the credit term allowed from the sale. The Company has recorded an allowance for doubtful accounts for those receivables for which it deems the collection is not probable. Please consult Note 6 of Relevium’s annual consolidated financial statements for the year ended June 30, 2021.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company’s long-term debt obligations with floating interest rates, which were $Nil at

June 30, 2021 (June 30, 2020 – $Nil).

Interest rate sensitivity

The following table demonstrates the sensitivity to a possible change in interest rates on its debts. With all other variables held constant, the Company's loss before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease %	**Effect on loss before tax $**
June 30, 2021	1%	30,013
June 30, 2020	1%	25,736

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Carrying amounts in the Company's consolidated financial statements are based upon best estimates of amounts ultimately realizable after conversion to Canadian funds. As at June 30, 2021, assets and liabilities in foreign currencies are approximately as follows:

(US Dollars)	**June 30, 2021 $**	June 30, 2020 $
Cash and cash equivalents	**47,173**	15,144
Accounts payable and accrued liabilities	**227,960**	314,438
Customer deposits	**832,204**	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by continuously forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Undiscounted cash flows, including capital and interest related to the Company's liabilities expire as follows:

	Carrying amount $	**Maturing in less than 12 months $**	**Maturing in 1 to 3 years $**	**June 30, 2021 Total $**
Bank advances	**195,299**	195,299	-	195,299
Accounts payable and accruals	**1,311,527**	1,311,527	-	1,311,527
Customer deposits	**1,031,434**	1,031,434	-	1,031,434
Loans payable	**200,000**	200,000	-	200,000
Long-term debt	**2,801,310**	2,801,310	-	2,801,310
	5,539,570	5,539,570	-	**5,539,570**

Other Risk Factors

An investment in the Company involves a number of risks. You should carefully consider the following risks and uncertainties, in addition to other information in this MD&A in evaluating the Company and its business before making any investment decision in regard to the common shares of the Company. The Company's operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company's management may also impair Relevium's business operations. The Company's financial performance is likely to be subject to the following risks:

- Investment in the common shares is highly speculative given the proposed nature of the Company's business and its present stage of development.
- There can be no assurance that an active and liquid market for the Company's common shares will develop, and an investor may find it difficult to resell its common shares.
- There can be no assurance that an active trading market in the Company's securities will be established and sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.
- The Company may acquire additional business, properties or assets in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business.
- The Company's success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in Relevium's growth and success. The loss of the service of members of the management and certain key consultants could have a material adverse effect on the Company.
- Additional funds for the pursuit of the Company's current and planned business operations may be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Revenues, taxes, manufacturing and transportation costs, research and development costs, capital expenditures and operating expenses are all factors that may have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those initiatives that can be funded through cash flows generated from its existing operations.
- The successful deployment of the Company's products depends on managing complex implementation projects. A variety of factors may result in complex deployments being delayed, cancelled or failing. Some of these risks include: the inherent complexity of health and regulatory affairs, difficulty to appropriately staff the project with qualified personnel, the difficulty of managing a project in which the customer and multiple vendors must work together effectively, unrealistic deadlines, inability to realistically limit the scope of the project, problems with third party systems, software or services,

inaccurate or faulty data, and insufficient time and investment spent in the planning and design phases of the project. As a result, the Company may not be able to successfully manage deployments of its products which could harm its reputation, be costly to correct, delay revenues and expose it to litigation.

- The Company is engaged in an industry that is highly competitive, is evolving and is characterized by technological change. As a result, it is difficult for it to predict whether, when and by whom new competing technologies or new competitors may enter the market. The Company faces competition from companies with strong positions in certain markets it is currently targeting, and in new markets and regions it may enter. Many of these current and potential competitors are much larger than the Company with access to significant resources it cannot currently match. The Company cannot assure that it will be able to compete effectively against current and future competitors. In addition, competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on the Company's business, financial condition or results of operations.
- The Company's commercial success depends to a significant degree upon its ability to acquire and market brands and products, and to obtain patents or other intellectual property rights or statutory protection for these products in Canada, the United States and other countries, such as the countries in the European Union and Asia.
- Prosecution and protection of the rights sought in patent applications and patents can be costly and uncertain, often involve complex legal and factual issues and consume significant time and resources. In addition, the breadth of claims allowed in the Company's future patents, their enforceability and its ability to protect and maintain them cannot be predicted with any certainty. The laws of certain countries may not protect intellectual property rights to the same extent as the laws of Canada or the United States. Even if its patents are held to be valid and enforceable in a certain jurisdiction, any legal proceedings that the Company may initiate against third parties to enforce such patents will likely be expensive, take significant time and divert management's attention from other business matters. The Company cannot assure that any of its pending patent applications will provide any protectable, maintainable or enforceable rights or competitive advantages to it.
- In addition to patents, the Company relies on a combination of industrial designs, trademarks, trade secrets and other related laws and confidentiality procedures and contractual provisions to protect, maintain and enforce its proprietary technology and intellectual property rights in the United States, Canada and other countries. However, the Company's ability to protect its brand by registering certain trademarks may be limited. In addition, while the Company generally enters into confidentiality and non-disclosure agreements with its employees, consultants, contract manufacturers, distributors and dealers and with others to attempt to limit access to and distribution of its proprietary and confidential information, it is possible that:
    - misappropriation of its proprietary and confidential information, including technology, will nevertheless occur;
    - its confidentiality agreements will not be honored or may be rendered unenforceable;
    - third parties will independently develop equivalent, superior or competitive technology or products;
    - disputes will arise with its current or future strategic licensees, customers or others concerning the ownership, validity, enforceability, use, patentability or registrability of intellectual property; or
    - unauthorized disclosure of its know-how, trade secrets or other proprietary or confidential

information will occur.

- The Company cannot assure that it will be successful in protecting, maintaining or enforcing its intellectual property rights. If it is not successful in protecting, maintaining or enforcing its intellectual property rights, then the Company's business, operating results and financial condition could be materially adversely affected.
- The Company's commercial success depends, in part, upon it not infringing or violating intellectual property rights owned by others. The industry in which the Company competes has many participants that own, or claim to own, intellectual property. The Company cannot determine with certainty whether any existing third-party patents, or the issuance of any new third-party patents, would require it to alter its technologies or products, obtain licenses or cease certain activities, including the sale of certain products.
- The Company may in the future receive claims from third parties asserting infringement and other related claims. Litigation may be necessary to determine the scope, enforceability and validity of third-party intellectual property rights or to protect, maintain and enforce the Company's intellectual property rights. Some of the Company's competitors have, or are affiliated with companies having, substantially greater resources than it has, and these competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than the Company can. Regardless of whether claims that it is infringing or violating patents or other intellectual property rights have any merit, those claims could:
    - adversely affect the Company's relationships with current or future distributors and dealers of its products;
    - adversely affect its reputation with customers;
    - be time-consuming and expensive to evaluate and defend;
    - cause product shipment delays or stoppages;
    - divert management's attention and resources;
    - subject the Company to significant liabilities and damages;
    - require it to enter into royalty or licensing agreements; or
    - require it to cease certain activities, including the sale of products.
- If it is determined that the Company has infringed, violated or is infringing or violating a patent or the intellectual property right of any other person or if it is found liable in respect of any other related claim, then, in addition to being liable for potentially substantial damages, the Company may be prohibited from developing, using, distributing, selling or commercializing certain of its technologies and products unless it obtains a license from the holder of the patent or other intellectual property right. The Company cannot assure that it will be able to obtain any such license on a timely basis or on commercially favorable terms, or that any such licenses will be available, or that workarounds will be feasible and cost-efficient. If it does not obtain such a license or find a cost-efficient workaround, the Company's business, operating results and financial condition could be materially adversely affected, and it could be required to cease related business operations in some markets and restructure its business to focus on its continuing operations in other markets.
- The market for health and wellness is in constant evolution. It is characterized by rapid technological change and frequent new product introductions. Accordingly, the Company's future success depends upon its ability to enhance its current products and to develop, introduce and sell new products at competitive prices. The development of new technologies and products involves time, substantial costs and risks. The Company's ability to successfully develop new products depends in large measure on its ability to maintain a technically skilled research and development staff and to adapt to technological

changes and advances in the industry. The success of new product introductions depends on a number of factors including timely and successful product development, market acceptance, the effective management of purchase commitments and inventory levels in line with anticipated product demand, the availability of components in appropriate quantities and costs to meet anticipated demand, the risk that new products may have quality or other defects in the early stages of introduction and its ability to manage distribution and production issues related to new product introductions. If the Company is unable, for any reason, to enhance, develop, introduce and sell new products in a timely manner, or at all, in response to changing market conditions or customer requirements or otherwise, its business would be harmed.

- The Company's failure to manage its growth successfully may adversely impact its operating results. The Company's ability to manage growth will require it to continue to build its operational, financial and management controls, human resource policies, and reporting systems and procedures. The Company's ability to manage its growth will also depend in large part upon a number of factors, including the ability for it to rapidly:
    - expand its internal and operational and financial controls significantly so that it can maintain control over operations;
    - attract and retain qualified technical personnel in order to continue to develop reliable and flexible products and provide services that respond to evolving customer needs;
    - build a sales team to keep customers and channel partners informed regarding the technical features issues and key selling points of its products and services;
    - develop support capacity for customers as sales increase;
    - build a channel network to create an expanding presence in the evolving marketplace for its products and services; and
    - an inability to achieve any of these objectives could harm the business, financial condition and results of operations of the Company.
- The Company's revenues are difficult to forecast and, as a result, its quarterly operating results can fluctuate substantially. The Company is currently acquiring existing brands and products that are sold directly to consumers via e-commerce platforms. Revenue estimates can be significantly impacted by product cycles, the sales process, economic conditions in general or specific in the Company's target markets, and the order cycle of its clients. While we are not aware of significant supply issues suppliers may not be able to provide us with sufficient amounts of product to meet the demand, if we are successful in expanding sales of our products.
- As the Company does business in the U.S., it is quite possible that transactions will take place in foreign currencies. At this point the Company does not participate in hedging activities. Although it cannot predict the effect of possible foreign exchange losses in the future, if they occurred, then they could have a material adverse effect on the Company's business, results of operation, and financial condition. In addition, fluctuations in exchange rates could affect the pricing of its products and negatively influence customer demand.
- Tax examinations are often complex as tax authorities may disagree with the treatment of items reported by the Company, the result of which could have a material adverse effect on its financial condition and results of operations.
- The Company will be required to make accounting estimates and judgments in the ordinary course of business. Such accounting estimates and judgments will affect the reported amounts of its assets and liabilities at the date of its financial statements and reports and the reported amounts of its operating results during the periods presented. Additionally, the Company will be required to interpret the

accounting rules in existence as of the date of the financial statements and reports when the accounting rules are not specific to a particular event or transaction. If the underlying estimates are ultimately proven to be incorrect, or if auditors or regulators subsequently interpret the Company's application of accounting rules differently, subsequent adjustments could have a material adverse effect on its operating results for the period or periods in which the change is identified. Additionally, subsequent adjustments could require the Company to restate its financial statements or reports. A restatement of the Company's financial statements or reports could result in a material change in the price of the common shares of the Company.

- Given the current size of the Company and its higher perceived risk profile, it is hard to attract competent people in general. This is even more challenging than usual because the Company's technology is a new technology and the resources available are limited. Although the Company believes it currently has a sufficient number of competent personnel, failure to recruit talent in the future may have a material adverse effect on the future development of the Company's business.

Unfavorable Publicity or Consumer Perception

The Company believes the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficiency and quality of the medical marijuana produced. Consumer perception of the Company products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and cash flows of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed. For the year ended June 30, 2020, the Company did not generate any sales from medical marijuana

Factors Which May Prevent Achievement of Growth Targets

The Company is currently in the development stage. There is a risk that additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company and its licensed suppliers:

- delays in obtaining, or conditions imposed by, regulatory approvals;

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

Risks Inherent in an Agriculture Business

The Company's business involves the growing of medical cannabis, which is an agricultural product. As such, the business is subject to the risks inherent in the agricultural business, such as pests, plant diseases and similar agricultural risks. Although the Company will grow its products indoors under climate-controlled conditions, and carefully monitors the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the volume, quality and consistency of its products. For the year ended June 30, 2020, no production of medical cannabis has taken place, and there are no definitive contracts in place as at June 30, 2020 to begin these productions.

Risks Relating to the Cannabis Industry

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

Regulatory Risks

The Company will operate in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

The Company's ability to grow, store and sell medical marijuana in Canada with respect to the facility is

dependent on obtaining applicable Licenses from Health Canada and a CRA License from the Canada Revenue Agency and the need to maintain Licenses and the CRA License in good standing. Failure to: (i) comply with the requirements of any Licenses or a CRA License; and (ii) maintain any required License or a CRA License would have a material adverse impact on the business, financial condition and operating results of the Company.

The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of its operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Company operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond Company control and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's earnings and could make future capital investments or the Company's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

Licensing Requirements

The market for cannabis (including medical marijuana) in Canada is highly regulated. Health Canada is the primary regulator of the industry as a whole and cultivators, producers and packagers of cannabis products are also required to obtain a CRA License from the Canada Revenue Agency.
The applicable cannabis laws aim to treat cannabis like any other narcotic by creating conditions for a new commercial industry that is responsible for its production and distribution. Any applicant seeking to become a Licensed Producer is subject to stringent licensing requirements which can be summarized as follows:

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

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

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

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

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

Any applicant seeking a CRA License is also subject to stringent licensing requirements.

The market for cannabis (including medical marijuana) in Canada is regulated by the Cannabis Act and other applicable cannabis laws. Health Canada is the primary regulator of the industry as a whole. The cannabis laws aim to treat cannabis like any other narcotic used for medical purposes by creating conditions for a new commercial industry that is responsible for its production and distribution.

The Company's ability to grow, store and sell cannabis for medical purposes in Canada is dependent on obtaining the License. The License is subject to ongoing compliance, reporting requirements and renewal and there is no guarantee that Health Canada will renew the license. Should the Company fail to obtain or comply with the requirements of the License there would be a material adverse effect on the Company's business, financial condition and results of operations.

Government licenses are currently, and in the future may be, required in connection with the Company's operations, in addition to other unknown permits and approvals which may be required. To the extent such permits, and approvals are required and not obtained, the Company may be prevented from operating and/or expanding its business, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Environmental Regulations and Risks

The Company's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement,

increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from the proposed production of medical cannabis or from proceeding with the development of their operations as currently proposed.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Changes in Laws, Regulations and Guidelines

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, packaging/labelling, advertising, sale, transportation, storage and disposal of medical cannabis but also including laws and regulations relating to drugs, controlled substances, health and safety, privacy, the conduct of operations and the protection of the environment. To the knowledge of management, the Company is currently in compliance with all such laws. That said, any changes to such laws, regulations and guidelines are matters beyond the control of the Company that may cause adverse effects to Company's operations and financial conditions.

The risks to the business of the Company represented by this or similar actions are that they might lead to court rulings or legislative changes that allow those with existing licenses to possess and/or grow medical cannabis, perhaps allow others to opt out of the regulated supply system implemented through the Cannabis Laws by growing their own medical cannabis, or potentially even legitimize illegal areas surrounding cannabis dispensaries. This could significantly reduce the addressable market for the Company's products and could materially and adversely affect the business, financial condition and results of operations for The Company.

The Ministerial Order regarding the cannabis tracking system was published in the Canada Gazette, Part II, on September 5, 2018. It came into force on October 17, 2018. All those with a federal license to cultivate and process cannabis, and provinces and territories, are required to submit monthly tracking reports to the Minister of Health.

While the impact of this regime is uncertain and highly dependent on which specific laws, regulations or guidelines are changed and on the outcome of court decisions, it is not expected that any such changes would have an effect on the Company's operations that is materially different than the effect on similar-sized companies in the same business as The Company. In addition, the industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the Company's control

and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce The Company's earnings and could make future capital investments or the Company's operations uneconomic.

Restrictions on Sales Activities

The industry is in its early development stage and restrictions on sales and marketing activities imposed by Health Canada, the Canada Revenue Agency provincial governments, various medical associations, other governmental or quasi-governmental bodies or voluntary industry associations may adversely affect Company's ability to conduct sales and marketing activities and could have a material adverse effect on the Company's respective businesses, operating results and financial conditions.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have more financial resources, industry, manufacturing and marketing experience than the Company. Additionally, there is potential that the industry will undergo consolidation, creating larger companies that may have increased geographic scope and other economies of scale. Increased competition by larger, better-financed competitors with geographic or other structural advantages could materially and adversely affect the business, financial condition and results of operations of the Company.

The government of Canada has only issued to date a limited number of licenses under the applicable cannabis laws. There are, however, several hundred applicants for licenses. The number of licenses granted could have an impact on the operations of the Company. Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. According to Health Canada there were 120 licensed producers as of September 30, 2018. If the number of users of medical cannabis in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products.

Competition may increase as well due to the fact that the recreational market was in Canada legalized on October 17, 2018. The Company will be in direct competition with other producers to become a provider of the SQDC in Québec or other state-controlled corporations in other Canadian provinces.

OUTSTANDING SHARE DATA

As at the date of this MD&A, there are 329,492,346 common shares issued and outstanding of Relevium.

CAUTIONARY STATEMENT

This Management and Discussion Analysis may contain forward-looking information within the meaning of applicable securities legislation, which reflects the Company's current expectations regarding future events. Forward-looking information is based on several assumptions and is subject to several risks and uncertainties, many of which are beyond the Company's control that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information.

Readers should not place undue reliance on forward- looking statements and forward-looking information and are cautioned that reliance on such information may not be appropriate for other purposes.

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

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company’s material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

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

“Aurelio Useche”

Aurelio Useche
Chief Executive Officer

January 31, 2023