RADIENT TECHNOLOGIES INC.

8223 Roper Road
Edmonton, Alberta T6E 6S4

Telephone: 780 465-1318
Facsimile: 780 465-1381
Website: www.radientinc.com

Annual Information Form

FOR THE FISCAL YEAR ENDED MARCH 31, 2018

DATED JULY 24, 2018

RADIENT TECHNOLOGIES INC.

ANNUAL INFORMATION FORM

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

TABLE OF CONTENTS

INTRODUCTORY NOTES

Date of Information

In this Annual Information Form (the "**AIF**"), unless the content otherwise requires, references to "the Company" or "Radient" mean Radient Technologies Inc. and its subsidiaries. The information in this AIF is as at March 31, 2018, with subsequent events disclosed to July 24, 2018, except where expressly noted.

Currency

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

Cautionary Note Regarding Forward-Looking Information

This AIF contains certain "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking statements**"), within the meaning of applicable Canadian securities laws, which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. Such statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", or "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Such forward-looking statements are made as of the date of this AIF Forward-looking statements in this AIF include, but are not limited to, statements with respect to:

- the Company's ability to obtain the requisite licensing;
- the performance of the Company's business and operations;
- the intention to grow the business, operations and potential activities of the Company;
- the anticipated growth of the cannabis industry;
- the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis and cannabis-derived products;
- the cannabis industry (medical and recreational) as a whole;
- regulatory changes and the timing for proposed legislation and legalization of cannabis;
- the expected growth in the Company's extraction capacity;
- the competitive conditions of the industry;
- the applicable laws, regulations and any amendments thereof;
- the competitive and business strategies of the Company;
- the grant and impact of any licence or supplemental licence to conduct activities with marijuana or any amendments thereof;
- the anticipated future gross revenues and profit margins of the Company's operations;
- the proposed and anticipated changes to Canadian federal laws and provincial regulations regarding the adult-use recreational market and the business impacts on the Company;
- the Company's relationship with Aurora Cannabis Inc. ("**Aurora**");

- the proposed expansion of the Company's Edmonton Manufacturing Facility (as defined herein) and the associated costs; and

- the methods used by the Company to produce cannabis extract products.

With respect to the forward-looking statements contained in this AIF, the Company has made assumptions regarding, among other things:

- interest rates;

- operating and capital costs;

- the Company's ability to generate sufficient cash flow from operations and to access existing credit facilities and capital markets to meet its future obligations;

- opportunities available to or pursued by the Company;

- the Company's ability to attract and retain qualified personnel or management; and

- stability of general economic and financial market conditions.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, levels of activity, performance or achievements. Consequently, there is no representation by the Company that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements. Some of the risks and other factors, some of which are beyond the Company's control, which could cause results to differ materially from those expressed in the forward-looking statements contained in this AIF include, but are not limited to:

- general economic, market and business conditions in Canada and the United States, including reduced availability of debt and equity financing generally;

- the Company's ability to raise equity and/or debt financing on acceptable terms;

- risks relating to the effective management of the Company's growth;

- liabilities and risks, including environmental liabilities and risks associated with the Company's operations;

- the Company's ability to attract and retain customers;

- the competitive nature of the industries in which the Company operates;

- competition for, among other things, capital and skilled personnel and management;

- limitations on insurance;

- failure to obtain industry partner and other third party consents and approvals when required;

- imprecision in estimating capital expenditures and operating expenses;

- fluctuations in foreign exchange and interest rates and stock market volatility;

- the impact of new laws and regulatory requirements, including the adoption of new environmental regulations, as it relates to the cannabis industry and other laws and regulations and changes in how they are interpreted and enforced;

- the Company's ability to obtain required regulatory approvals;
- political and economic conditions;
- the results of litigation or regulatory proceedings that may be brought against the Company;
- changes in income tax laws; and
- the other factors disclosed under *"Risk Factors"* in this AIF.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements contained in this AIF are expressly qualified by this cautionary statement. The Company is not under any duty to update any of the forward-looking statements after the date of this AIF or to conform such statements to actual results or to changes in the Company's expectations and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

GLOSSARY OF DEFINED TERMS

Unless otherwise defined herein, the following terms used in this AIF have the meanings set forth below:

"Board"	means the board of directors of Radient.
"Common Shares"	means the common shares in the capital of Radient.
"MAP™"	means the Company's proprietary Microwave Assisted Processing method of extraction.
"SEDAR"	means the System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investments funds across Canada, available at *www.sedar.com*.

CORPORATE STRUCTURE

Name, Address and Incorporation

Radient was initially incorporated on June 12, 2001 pursuant to the provisions of the *Company Act* (British Columbia), transitioned pursuant to the provisions of the *Business Corporations Act* (British Columbia) on July 7, 2004 and was continued under the *Canada Business Corporations Act* on February 3, 2010. On May 22, 2014, pursuant to a plan of arrangement, Radient amalgamated with Madison Capital Corporation ("**Madison**"), a Capital Pool Company ("**CPC**") as defined pursuant to Policy 2.4 of the TSX Venture Exchange, incorporated pursuant to the provisions of the *Alberta Business Corporations Act* ("**ABCA**") on June 13, 2011 and continued under the *Canada Business Corporations Act* on May 14, 2014, forming a new entity called "Radient Technologies Inc." This transaction constituted the qualifying transaction of Madison in accordance with the requirements of the TSX Venture Exchange Policy 2.4 – Capital Pool Companies. Radient trades on the TSX Venture Exchange under the symbol "RTI".

The Company's head office is located at 8223 Roper Road Edmonton, Alberta T6E 6S4 and its registered and records office is located at 2900 - 550 Burrard Street, Vancouver, British Columbia V6C 0A3.

Inter-Corporate Relationships

Radient owns a 100% interest in 1631807 Alberta Ltd., a corporation duly incorporated under the ABCA, which is the owner and landlord of real estate relating to the Company's Edmonton Manufacturing Facility and certain adjacent lands. See “Recent Developments – Real Estate Acquisitions”. Radient also owns a 100% interest in Radient Technologies (Cannabis) Inc. (“**RTC**”). RTC does not currently have any operations..

GENERAL DEVELOPMENT OF THE BUSINESS

Radient was founded in 2001 by Dr. Steven Splinter, its current Chief Technology Officer, and Vizon SciTec Inc. ("**Vizon**"), formerly BC Research Inc., to pursue commercial opportunities related to the patented platform Microwave Assisted Process natural product extraction technology for applications in the pharmaceutical, nutraceutical, food and cosmetic industries.

Three Year History

In December 2016, Radient signed a Memorandum of Understanding (“**MOU**”) with Aurora to evaluate an exclusive partnership for the Canadian market regarding the joint development and commercialization of high quality and standardized cannabinoid extracts. In January 2017, the two companies, pursuant to the MOU, entered into a Joint Venture research agreement to confirm the effectiveness of MAP^{TM} technology for the extraction of cannabinoids. As part of the Joint Venture, Aurora invested $2,000,000 into Radient via a convertible debenture. All or a portion of the principal amount of the debenture was convertible into units of the Company at a conversion price of $0.14 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, exercisable within 24 months, for one common share of the Company at an exercise price of $0.33 per warrant.

In February 2017, the companies announced that preliminary assessments produced encouraging results. As a result, the research collaboration was furthered to the second phase, which involved preliminary scale up activities and testing. This second phase was completed after the Company’s fiscal year-end, with the results being announced on June 5, 2017. Aurora provided notice to the Company that it wished to pursue a definitive exclusive agreement, the entering into of such agreement being announced on November 6, 2017.

On July 28, 2017, Aurora’s convertible debenture of $2,000,000 was converted pursuant to the acceleration provisions contained therein into 14,285,714 units of the Company. These units included the issuance of 14,285,714 Common Shares and 14,285,714 common share purchase warrants exercisable prior to February 13, 2019 for one additional common share of the Company at an exercise price of $0.33.

On October 2, 2017, Radient announced that it completed a shares-for-debt transaction with AVAC Ltd. (“**AVAC**”), an arm’s length creditor of Radient. Pursuant to the shares-for-debt transaction, Radient has issued 9,424,330 Common Shares to AVAC at a deemed price of $0.66 per share in settlement of an aggregate of $6,210,633 of debt (inclusive of interest). AVAC had previously advanced Radient $4,685,000 in exchange for a royalty on Radient’s future revenue. The settlement resulted in the termination of AVAC’s entitlement to any future royalty payments by Radient to AVAC.

On November 6, 2017, the Company announced that it had finalized a Master Services Agreement (“**MSA**”) with Aurora, pursuant to which the Company has agreed to perform certain services for Aurora using its proprietary MAP^{TM} technology, in relation to supply of standardized cannabis extracts. The agreement has an initial term of five years, with an option for Aurora to renew the agreement for an additional five years. The agreement will cover services delivered in Canada, Australia, and the European Union with Aurora having the right to negotiate with the Company to expand the jurisdictions covered. Within the covered jurisdictions, the Company will deliver its services under preferential terms to Aurora. The Company will be able to commence production of cannabis extracts under the MSA upon obtaining Licensed Dealer status or Licensed Producer status from Health Canada.

The MSA includes an Investor Rights Agreement that provides Aurora with certain rights to participate in future offerings, providing Aurora with the option to expand its ownership in the Company up to 19.99%. Terry Booth was appointed to the Board of Radient pursuant to certain rights granted to Aurora under the Investor Rights Agreement.

On December 11, 2017, the Company announced the signing of a MSA with Terra Life Sciences group (“**TLS**”) pursuant to which the Company agreed to perform certain services for TLS using its proprietary MAP^{TM} technology, in relation to supply of standardized cannabis extracts. The agreement has an initial term of five years, with an option for TLS to renew the agreement for an additional five years. TLS is a private, Alberta-based pharmaceutical manufacturer. TLS is well positioned to develop innovative, pharma-grade cannabis and CBD-based products at scale, enabled by the economic and operational advantages provided by Radient's platform. Under the MSA, both TLS and the Company are required to obtain their applicable Health Canada licenses (Producer's License or Dealer's License) before services under the MSA can commence.

On December 12, 2017, the Company announced that Aurora completed a $12 million strategic investment in Radient. The strategic investment was structured as follows:

- Aurora exercised all 15,856,321 common share purchase warrants of Radient previously held by Aurora for total proceeds of $5.8 million

- Aurora completed a private placement (the `Placement`) of 4,541,889 units for total proceeds of $6.2 million, with each unit consisting of one common share of Radient and one common share purchase warrant. Units were priced at $1.37. Each warrant gives Aurora the right to purchase one common share of Radient for $1.71 for a period of 24 months.

On February 5, 2018, the Company announced that its application for the Controlled Drugs and Substances Licence at its process and product development laboratory located at 8223 Roper Road, Edmonton, Alberta (the "**Edmonton Laboratory**") had been approved by Health Canada. This licence permits the Company to legally possess, package, transport and deliver cannabis products at its Edmonton Laboratory. With this licence in hand, Radient is able to conduct research and development and analytical testing related to cannabis, tetrahydrocannabinol, cannabidiol and cannabis resin at the Edmonton Laboratory, while further optimizing its proprietary extraction equipment and methods for application to commercial-scale production of cannabis-based extract.

On February 26, 2018, the Company announced the signing of a MSA with Bonify pursuant to which the Company agreed to perform certain services for Bonify using its proprietary MAP™ technology, in relation to supply a variety of cannabis extracts. The agreement has an initial term of five years, with an option for Bonify to renew the agreement for an additional five years. Bonify is a private, Manitoba-based Canadian Licensed producer of medical cannabis. Bonify is a leading provider of medical cannabis, with over 1,000,000 square feet of potential productive capacity at its present site in Winnipeg, Manitoba, Canada. Under the MSA, the Company is required to obtain the applicable Health Canada licenses (Producer's License or Dealer's License) before services under the MSA can commence.

DESCRIPTION OF THE BUSINESS

Radient manufactures high-value natural ingredients for global customers in the food and beverage, nutrition and supplements, pharmaceuticals and active care industries. Since the latter part of 2016, the Company has expanded its offerings to enter the fast-growing cannabinoids market utilizing an extraction platform to process and extract cannabinoids including cannabidiol ("**CBD**") and tetrahydrocannabinol ("**THC**") from cannabis biomass.

Using the Company's MAP™ technology, Radient creates these natural ingredients at lower cost, higher quality, and at greater throughput than competing methods. MAP™ is Radient's patented, core technology.

Radient's Technology

Radient's MAP™ technology is based on a method of transferring energy to a material that is fundamentally different from any other conventional process. MAP™ involves the selective and localized heating of the moisture present in all-natural materials using a very familiar energy source: microwaves. This instant volumetric heating of the biomass and solvent mixture results in a rapid build-up of pressure within cells leading to a pressure-driven enhanced mass transfer of target compounds out of the source material. This mechanism for extraction is unique to MAP™ and results in very fast extraction rates and high extraction yield. In addition, because the microwave energy is selectively deposited in the target biomass and less so in the surrounding solvent, the mixture stays cool, leading to energy efficiency and reduced heat degradation of sensitive products.

In general, microwaves interact with materials in three ways:

– reflective materials such as metals do not heat (i.e. they do not absorb energy, but rather reflect the energy);

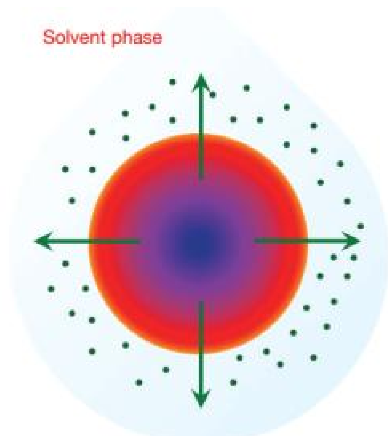
– transparent materials such as non-polar liquids do not heat or reflect – microwaves pass right through them and are only absorbed to a small extent; and

– absorptive materials such as water absorb microwaves and are heated.

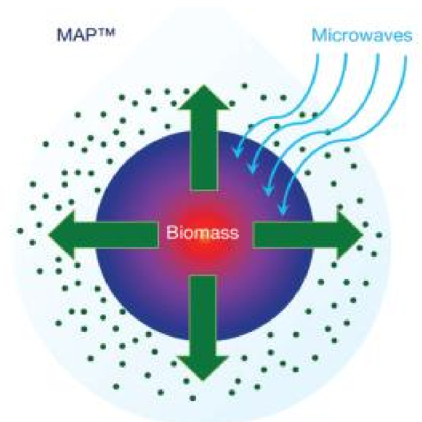
The ease, or degree by which a particular material absorbs microwave energy is determined by the dielectric properties of the material. Microwaves do not heat by the conventional processes of convection, conduction and radiation phenomena through the external material surface but rather by direct molecular interactions with the electromagnetic field via dielectric loss. The dielectric properties of the material (dielectric constant and loss factor) determine how much of the microwave energy is absorbed and dissipated as heat. Water, in particular, is a strong absorber of microwave energy. It has a large dielectric constant, meaning it absorbs microwave energy more efficiently than the target compounds and much more efficiently than the surrounding liquid solvent. It is this ability to selectively deposit microwave energy into different parts of a complicated chemical system that is at the core of Radient's MAP™ technology.

An important element of MAP™ is that the driving force for extraction is not limited to the process of diffusion. Conventional solid-liquid extraction involves soaking, washing or contacting the solid material with usually hot (50°C to 80°C) solvent to extract the target compounds. Extraction occurs by diffusion, meaning that the only driving force for the process is the concentration gradient of the product between the source material and the solvent. With MAP™, the microwave energy is selectively absorbed by the residual water present in the biomass. This creates a very rapid temperature increase within the biomass cells, leading to pressure build-up and, in some cases this can cause cell rupture, forcing the contents out into the surrounding (cool) solvent by a pressure-enhanced mass transfer. This mass transfer may be further enhanced by the fact that the thermal gradient is in the same direction as the mass transfer. In all extraction processes, mass transfer occurs from the inside of the biomass to the outside solvent. In conventional extraction, heat transfer occurs from the outside to the inside of the material. With MAP™, however, there is a volumetric in-core heating of the moisture in the biomass while the solvent remains relatively cool, leading to a heat gradient in the same direction as the mass transfer.

Conventional Extraction vs. Microwave Assisted Extraction



Conventional solvent extraction is a diffusion-driven process: relies on concentration gradients



MAP™ causes instant in-core heating creating a pressure-driven process

Another key aspect of MAP™ is the fact that Radient understands that it is the microwave energy density and, more specifically, the electric field strength that can be a very important factor in achieving desired results. The heating rate within the core of the biomass is directly proportional to the energy density of the applied microwave. This energy density is in turn determined by the applied power at the chosen frequency (driven by the microwave generator), by the dielectric properties of the biomass being treated and – importantly – by the electric field strength. The latter is influenced only by proper equipment (i.e. microwave cavity) design and control. Much of Radient's intellectual property is centered on the use of properly focused microwave energy having a generally uniform energy density level to achieve the desired high field control. These features are captured, for example, in Radient's proprietary large-scale continuous flow MAP^{TM} extractor design.

Finally, a further important feature of Radient's MAP^{TM} technology is the ability to effect unprecedented control over extraction time and temperature, both of which greatly affect extract purity and profile. A key feature of microwaves is that they allow for instant, volumetric heating by direct molecular interactions with the electromagnetic field. Radient's continuous-flow MAP^{TM} extractor has been designed such that the application of controlled energy-density microwaves to the continuously-flowing material enables precise control of temperature and extraction time. It also ensures that any possible effects of excessive heating can be minimized and that all material is extracted for the same time at the same temperature. This level of control is not possible to achieve at large scale with different techniques. Conventional methods which require heating by the normal processes of convection, conduction and radiation phenomena through hot external surfaces require significant time when applied at scale and thermal gradients are inevitable meaning certain parts of the material experiences different temperature than others at various times.

Business Model

Since its inception, Radient has proven the effectiveness of MAPTM for a broad range of biomass inputs, including plants (e.g. seeds, leaves, roots) and single-cell biomasses (e.g. algae, fungi) using widely varying solvent systems and for every commercially-relevant class of natural products, including lipids, glycosides, alkaloids, phenolics, terpenes and proteins. The majority of this work has been supported and paid for by industrial clients using customer-sourced biomass and designed to demonstrate achievement of customer-defined technical targets.

Many health and wellness-based verticals such as the pharmaceutical, nutraceutical, food and beverage, personal care and cosmetic industries use extracts from natural materials. These industries rely on a number of different extraction technologies including conventional solvent and super-critical carbon dioxide methods. The Company's MAP™ technology has been successfully demonstrated as a suitable replacement for these technologies.

Radient's products and services may be commercially deployed in three models, allowing the Company to align its resources and skills with an array of market opportunities:

1. Industrial-Scale Extraction – Radient leverages its know-how and infrastructure to produce higher value, higher margin products on behalf of its customers. This also serves to validate and prove to a wider audience the value proposition inherent in Radient's platform, which is a combination of Radient's MAP™ based extraction process and Radient's substantial expertise in the critical downstream processing areas of purification and isolation.
2. Licensing – Collecting a design/build fee and a royalty stream, Radient's intent is to design and, through its manufacturing partnerships, to manufacture, all or part of Radient's platform components into customers' existing extraction facilities to produce new products, or enhance the facility's productivity or efficiency.
3. Proprietary Products – Radient constantly evaluates the development of its own differentiated, premium natural products in markets/verticals where it can secure a proprietary position, typically through patents and trade secrets.

Within each of the three commercial models, Radient establishes the feasibility and the industrial application of MAP™ for specific customer requirements through a three-stage program:

Stage 1 | Technical Assessment	Demonstrates lab-scale, proof-of-concept to client-defined product specifications;
Stage 2 | Process Development and Scale-up	Demonstrates scalability and optimization via larger scale pilot testing and technology transfer from pilot to commercial production; and
Stage 3 | Partnership	Commercialization in the form of extraction, licensing, or product development agreements.

Each stage of the process is governed by a separate client agreement, defines ownership of any new intellectual property created at each step, and is revenue-generating for the Company. The process builds on each stage and there is no guarantee that a client, even with successful results, will move its candidate to the next level.

Products and Services

Health and Wellness

Radient can manufacture high-value natural ingredients for global customers in the Food and Beverage, Natural Supplement, Pharmaceuticals and Personal Care industries through its patented MAP™ technology and its depth of expertise, with over 120 documented trade secrets in extraction, downstream purification, and isolation of natural products.

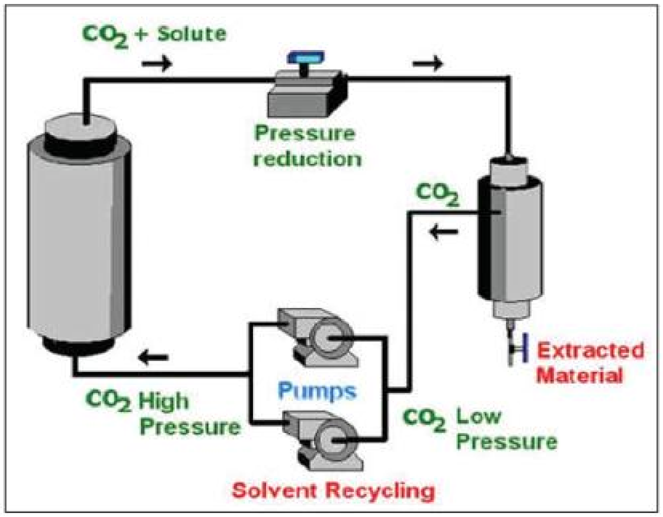
The Company's Edmonton facility has been designed so that it can process materials for each of these industries. The Edmonton facility is a GMP-compliant facility and has its Health Canada Natural and Non-prescription Product Directorate ("**NNHPD**") site license. This designation allows the Company to manufacture natural health products pursuant to Health Canada's regulations.

The Company is currently manufacturing multiple personal care ingredients for a large multi-national fragrance and flavouring company. The Company expects to increase the number of ingredients manufactured for this client during fiscal 2019 and beyond, and has adequate capital and sufficient plant capacity to meet the production requirements for its existing clients. The Company is also pursuing a number of early stage opportunities which it expects to be conducting, at a minimum, Stage 1 studies during the current fiscal year.

Cannabinoids Extraction

In November 2016, the Company announced its intention to apply its proprietary extraction technology and expertise to the fast-growing cannabinoids market.

Within this market, commercial-scale producers currently favour the use of supercritical CO_2 extraction to perform cannabinoids extraction. In this method, carbon dioxide is compressed until it creates a supercritical fluid solvent which dissolves plant matter and strips oils from the cannabis plant.



A batch system, commercial-scale supercritical CO_2 extraction units are configured with high-pressure extraction vessels often ranging from 10 to 100 litres in size, and arrayed to expand capacity. These vessels are generally capable of handling 2.5kg of dry cannabis per 10 litres of vessel capacity, and take approximately 6 hours to run a batch followed by a multi-stage refining process.

Compared to supercritical CO_2, Radient's continuous-flow, high-throughput platform has demonstrated cannabinoid extraction with greater efficiency, greater control of over extraction variables (temperature, pressure), lower operating costs, lower capital costs, fewer downstream refining requirements, and a high degree of plant profile preservation. A comparison of supercritical CO_2 and Radient's cannabis extraction capabilities is summarized in the following table:

	Supercritical CO2	Radient
Typical recovery of cannabinoids in starting biomass	75%	95%
Extraction time per batch or run	4-6 hours	8-10 minutes
Throughput of dry biomass	50kg/day*	1,500 kg/day
Plant profile preservation	Loss of compounds (eg. terpenes) from temperatures and pressures in post-extraction purification	Near-full profile preservation throughout
Power consumption per kg of dry biomass processed	18.4 kWh*	2kWh
Quality Assurance Cost	High – multiplied by batches and sub-batches in process	Low – continuous-flow allows efficient QA processes
Extraction Pressure	5,000psi*	2psi
Capital Cost	Tens of thousands per kg of input biomass capacity	Nil in contract manufacturing arrangements. Single thousands per kg of inpu biomass capacity in licensing arrangements

** "High Production" 5,000 psi 100L capacity system running 23 hours per day*

Sources: Eden Labs LLC, Apeks Supercritical Inc., Infinity Supercritical LLC

Licensing

Laboratory

On February 5, 2018, the Company announced that its application for the Controlled Drugs and Substances Licence at its process and product development laboratory located at 8223 Roper Road, Edmonton, Alberta (the "**Edmonton Laboratory**") had been approved by Health Canada. This licence permits the Company to legally possess, package, transport and deliver cannabis products at its Edmonton Laboratory.

With this licence in hand, Radient is able to conduct research and development and analytical testing related to cannabis, tetrahydrocannabinol, cannabidiol and cannabis resin at the Edmonton Laboratory, while further optimizing its proprietary extraction equipment and methods for application to commercial-scale production of cannabis-based extract.

Edmonton Manufacturing Facility

In order to produce cannabinoids extracts for Aurora and other licenced producers, Radient must obtain licences from Health Canada for its manufacturing facility. Radient will be permitted to produce cannabinoid extracts for sale to licenced producers at its Edmonton Manufacturing Facility with either 1) a producer's licence (a "**Producer's Licence**") granted under the Access to Cannabis for Medical Purposes Regulations ("**ACMPR**") or 2) a dealer's licence (a "**Dealer's Licence**") granted under the Narcotics Control Regulations (administered through the Office of Controlled Substances). The Company has applied for a Producer's Licence and a Dealer's Licence at the Edmonton Manufacturing Facility as described below.

- On February 27, 2017, Radient submitted an application to obtain a Producer's Licence under the ACMPR. If granted, the licence will allow Radient to (a) possess, (b) ship/transport, and (c) destroy, both marijuana (fresh and dried) and cannabis oil. Additionally, under this ACMPR licence, Radient would be allowed to produce and sell cannabis oil to other licenced producers/licenced dealers.. Health Canada has not given any indication for the timelines of the granting of this licence. Radient is in the detailed review and security clearance phase of the application process. Radient anticipates the issuance of the Producer's Licence prior to the Cannabis Act (as defined below) coming into force in October 2018.

- On July 31, 2017, Radient submitted an application to obtain a Dealer's Licence under the Narcotics Control Regulations (Office of Controlled Substances). If granted, the Dealer's Licence will allow Radient to conduct similar activities as under the ACMPR licence. In addition, the Dealer's Licence will allow Radient to import/export cannabis oil as well as perform analytical testing for third parties. Health Canada has reviewed the application and security plan and granted a "Begin Construction Notice" to Radient. Radient anticipates the issuance of the Dealer's Licence prior to the Cannabis Act (as defined below) coming into force in October 2018.

Real Estate Acquisitions

On May 3, 2018, the Company completed the acquisition (the "**JV Transaction**") of a 100% interest in 1631807 Alberta Ltd., a joint venture company (the "**JV**"), from the Amnor Group Inc. (the "**Vendor**"). The JV owns the land and building that contains the 20,000 square feet manufacturing facility located at 4035 101 St NW Edmonton, Alberta (the "**Edmonton Manufacturing Facility**") operated by the Company. The Company issued 1,246,449 Common Shares at a deemed price of $1.40 to the Vendor as consideration for a 100% ownership in the JV.

On May 3, 2018, the Company also completed the acquisition of two parcels of land (the "**Adjacent Lands**") adjacent to the Edmonton Manufacturing Facility (the "**Adjacent Lands Transaction**", and collectively with the JV Transaction, the "**Transactions**") from the Vendor. Radient has purchased the Adjacent Lands for the future expansion of the Facility. As consideration for the Adjacent Lands, Radient has issued 1,553,190 Common Shares to the Vendor at a deemed price of $1.34. In connection with the closing of the Adjacent Lands Transaction, the Company discharged the existing $2,223,836 mortgage on the Adjacent Lands.

In connection with the Transactions, Radient secured a $5.5 million mortgage from Moskowitz Capital (the "**Mortgage**") and used a portion of the proceeds to discharge the existing mortgages on the Edmonton Manufacturing Facility and the Adjacent Lands. The Mortgage has a term of 24 months with an interest rate of the greater of 8.50% or the Bank of Nova Scotia Prime Rate plus 5.05% per annum. The Mortgage is secured by the Edmonton Manufacturing Facility and the Adjacent Lands as well as a charge over all of Radient's present and after acquired personal property.

Harry Kaura, a director of Radient, is a control person of the Vendor and therefore each of the Transactions constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the securities of the Company are listed on the TSXV and that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Transactions, insofar as it involves interested parties, exceeds 25% of the market capitalization of the Company.

Expected Legalization of Cannabis in Canada

On April 13, 2017, the federal government of Canada introduced before parliament Bill C-45 An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and Other Acts (the "**Cannabis Act**"), the draft legislation setting out the regulatory framework for legalization of cannabis. Under the proposed Cannabis Act, the federal government would be responsible for regulating cannabis production. Cannabis its and derivatives would be removed from Schedule II of the *Controlled Drugs and Substances Act*("**CDSA**") and instead be subject to the new act and relevant regulations.

On October 3, 2017, the Parliamentary Standing Committee on Health adopted amendments to the Cannabis Act including, amongst other things, an amendment that would permit legal cannabis edibles and concentrates to be sold, to come into force no later than twelve months after the Cannabis Act comes into force. Moreover, in accordance with the Access to Cannabis for Medical Purposes Regulations ("**ACMPR**") and the Industrial Hemp Regulations

("**IHR**"),the Cannabis Act and pending regulations also provide for licences and permits for the import or export of cannabis for medical or scientific purposes and for industrial hemp.

On June 19, 2018, Prime Minister Justin Trudeau announced that the Cannabis Act and its regulations will come into force in Canada on October 17, 2018 in order to provide the provinces time to prepare for retail sales. At that time, the ACMPR and the current IHR will be repealed under the CDSA, and certain regulations under the *Food and Drugs Act* also will be amended, including the *Cannabis Exemption (Food and Drugs Act) Regulations* and the *Natural Health Products Regulations*. The Cannabis Act passed its final legislative step and received Royal Assent on June 21, 2018. Until the Cannabis Act is in force, existing laws remain in place and the provisions discussed below are subject to change.

While the Cannabis Act provides for the regulation of the commercial production and related matters of legal cannabis by the federal government, the provinces and territories of Canada have the authority to regulate other aspects of cannabis for adult use (similar to what is currently the case for liquor and tobacco products), such as sale and distribution, minimum age requirements, places where cannabis can be consumed, and a range of other matters.

On June 27, 2018 the Cannabis Regulations and the Industrial Hemp Regulations (collectively, the "**Regulations**") were introduced by the Government of Canada. The Regulations outline the rules for the legal cultivation, processing, research, testing, distribution, sale, importation and exportation of cannabis and hemp in Canada, and set standards for cannabis and hemp products that will be available for legal sale once the Cannabis Act comes into force in October 2018.

Under the new Industrial Hemp Regulations a number of requirements applicable under the ACMPR regime have been eliminated, including criminal record checks for applicants, requirements for secured storage, and the need for third-party sampling for testing. Furthermore, licensed cultivators will be able to sell the flowering heads, leaves, and branches of hemp plants to licensed processors for the purpose of extracting cannabidiol. The Company expects these changes will stimulate larger harvests of hemp.

As noted above, the Company expects that it will receive a Producer's Licence and a Dealer's Licence for its Edmonton Manufacturing Facility before the Cannabis Act comes into force on October 17, 2018. The Company believes that these licences will allow the Company to legally process and develop cannabis products at its manufacturing facility and additionally, after the Cannabis Act comes into force, to legally process and develop hemp products pursuant to the Dealer's Licence.

There is no guarantee that the Company will obtain the Dealer License or the Producer's License at its Edmonton Manufacturing Facility or that any of the federal or provincial frameworks which have been announced prior to the date of this AIF supporting the legalization of cannabis in Canada will be implemented as currently announced. See "*Risk Factors – Cannabis Industry*".

At present, Radient is not conducting any U.S. cannabis related activities and has no plans to do so.

Exploring Opportunities in Europe

The Company is exploring establishing business operations in Europe with respect to the processing of hemp and medical marijuana. While each country in the European Union has its own laws and regulations, there are many commonalities in how the medical cannabis markets for EU countries are developing. For example, in order to ensure quality and safe products for patients, many EU countries only permit the import and sale of medical cannabis when the manufacturer can demonstrate certification by a Competent Authority of compliance with GMP standards. The European Union requires adherence to GMP standards for the manufacture of active substances and medicinal products, including cannabis products. Under the system for certification of GMP adopted in the European Union, a Competent Authority of any EU member state may conduct an inspection at a drug manufacturing site and, if satisfied that the GMP standards are met, issue a certificate of GMP compliance to the manufacturer for specified elements of the manufacturing process being carried on at that site. Each country in the European Union will generally recognize a GMP certificate issued by any Competent Authority within the European Union as evidence of compliance with GMP standards. Certificates of GMP compliance issued by a Competent Authority in another country outside of the European Union will also be recognized if that country has a mutual recognition agreement with the European Union.

Intellectual Property

Radient's original MAP^{TM} patents US 6061926 and CA 2287841 expire in November 2018 and November 2019, respectively. Radient does not believe that the expiration of these patents will negatively impact the Company's business as the claims for these patents do not include the specifics of how Radient implements the MAP^{TM} technology. The Company has spent over 15 years innovating MAP^{TM} and MAP^{TM}-based processes for the extraction and processing of natural ingredients and has developed significant know-how and trade secrets in applying the technology at commercially-relevant scales. Radient has proprietary know-how and domain expertise, including a rigorous documented trade secret program. In addition, Radient has identified a number of invention disclosures that have been filed as provisional patent applications. Finally, Radient engaged a world-class intellectual property and innovation consulting firm to help strategically enhance the Company's intellectual property portfolio and install processes to manage and protect the intellectual property which supports Radient's competitive advantage.

On June 5, 2018, the Company announced that it had filed a provisional patent application with the U.S. Patent and Trademark Office for innovation related to methods for obtaining nicotine depleted tobacco, without materially altering certain desirable properties of the tobacco. The patent application provides a method to selectively extract nicotine from tobacco via Radient's MAP™ extraction technology and provides a composition of tobacco that is depleted in nicotine, but retains its appearance and organoleptic properties. The invention discloses the ability of Radient's proprietary MAP™ technology to achieve nicotine depletions of over 95% across multiple cured tobacco types, leaving the reduced nicotine tobacco intact and fit for processing into cigarettes and other combustible tobacco products.

On June 12, 2018, Company announced that it had made a submission to the U.S. Food and Drug Administration to consider the Company's proprietary technology as a method to reduce nicotine levels in tobacco.

Competitive Conditions

While the Radient MAP^{TM} technology is potentially disruptive in the marketplace, the industrial technology industry is intensely competitive in all its phases, and Radient will compete with many companies that have substantially greater financial and technical resources.

New technology may be developed, and new advances may significantly reduce the value of Radient's MAP^{TM} technology. In recent history, Radient has not sold its technology on a commercial scale, and it will compete against more established companies, some of which have greater financial, marketing and other resources than that of Radient.

There can be no assurance that potential competitors of Radient, which may have greater financial, R&D, sales and marketing and personnel resources than Radient, are not currently developing, or will not in the future develop, products and strategies that are equally or more effective and/or economical as any products or strategies developed by Radient or which would otherwise render its products or strategies obsolete. See "*Risk Factors*".

Employees

As at the conclusion of the financial year ended March 31, 2018, the Company had 37 employees. The Company considers its employee relations to be amicable. In addition, the Company engages contractors and consultants from time to time for administrative, legal and other services as required.

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk due to the nature of the Company's business. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements contained herein. Prospective investors should carefully consider the following risk factors along with the other matters set out herein:

General

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result. A prospective investor should consider with care whether an investment in the Company is suitable for them in the light of his personal circumstances and the financial resources available to them.

An investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the investment objectives of the Company will be achieved. Investors may not get back the full or any amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Changes in economic conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely affect equity investments and the Company's prospects.

Financial History

The Company has incurred significant losses and generated no significant revenues in its recent history. The Company had a cumulative deficit of $62,010,103 as of March 31, 2018. As a growing business, Radient will likely need more capital than it currently has. The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that additional financing can be obtained on terms favourable to Radient or on any terms. Failure to raise the necessary funds in a timely fashion may also limit Radient's ability to move its programs forward in a timely and satisfactory manner, or cause it to abandon the programs or force it to pursue alternative strategic options; any of which would harm its business, financial condition and results of operations, or affect its ability to continue operating.

Volatile Market Price

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies experience wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

Future Sales of Common Shares by the Company

The Company may issue additional securities in the future, including Common Shares, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series, and shareholders will have no pre-emptive rights in connection with such further issuances. The directors of the Company have the discretion to determine the provisions attaching to any series of Preferred Shares and the price and the terms of issue of further issuances of Common Shares. Also, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan.

Forward-Looking Statements May Prove Inaccurate

Shareholders are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this AIF under the heading "*Forward-Looking Statements*".

Ability to Implement Business Plan

Radient’s business and financial plan focuses on a relatively new technology which is largely untested at commercial scale in its anticipated markets. There can be no assurance that Radient will successfully market its technology and earn sufficient revenue to permit the level of research and development spending required to maintain the stream of new technological advances and product development. Radient's success will depend upon market acceptance of its technology and products, its ability to enhance its existing technology and products and its ability to introduce new products and features that meet customer requirements. There can be no assurance that Radient will be successful in developing, manufacturing, marketing or enhancing its technology and products. Radient’s business would be adversely affected if it incurs delays in developing its technology, products or enhancements or if such technology, products or enhancements do not gain market acceptance.

Radient’s sales and marketing plan and its professional sales and marketing function have not yet progressed significantly into commercial scale, and are based on several assumptions which may or may not prove to be accurate. Poor market acceptance of Radient’s technology, products or other unanticipated events may result in lower revenues than anticipated.

Cannabis Industry

In November 2016, the Company entered into the Cannabinoids market by applying for the relevant accreditation and permits from the Canadian government for conducting research and the eventual commercial production of standardized cannabinoids extracts. The Company’s initial application for a Controlled Drugs and Substances Dealer’s Licence was prepared for submission at that time.

Licensing

The ability of Radient to build its business in extracting and processing cannabinoids derived from cannabis is dependent on obtaining all licences, including the licences to produce cannabis oil products, and adherence to all regulatory requirements related to such activities. Radient has applied for a Controlled Drugs and Substances Dealer’s Licence at the Edmonton Manufacturing Facility, specifically to allow for import and export of cannabis oil as well as to perform analytical testing for third parties. Radient has also applied for its Producer’s Licence for the purposes of extracting cannabinoids from cannabis. There is no guarantee that these licences will be obtained.

Any failure to comply with the terms of the licences, if any, or to renew the licences after their expiry dates, could have a material adverse impact on the financial condition and operations of the business of the Company. Although the Company believes that it will meet the requirements of the ACMPR and the Controlled Drugs and Substances Regulations for its licence applications, there can be no assurance that Health Canada will grant the licences. Should Health Canada not grant the licences, the business, financial condition and operating results of the Company could be materially adversely affected.

Achievement of the Company’s business objectives are contingent, in part, upon compliance with the regulatory requirements, including those imposed by Health Canada and other government authorities and obtaining all regulatory approvals, where necessary, for its cannabis related activities. Radient cannot predict the time required to secure all appropriate regulatory approvals for its activities, or the extent of testing and documentation that may be required by government authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the Company’s business, results of operation and financial condition.

Radient’s business will be subject to a variety of laws, regulations and guidelines relating to marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of medical marijuana but is also subject to laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines may cause adverse effects to the Company’s operations.

On October 16, 2017, the TSX issued guidance stating that issuers with ongoing marijuana-related business activities in the U.S. would not be complying with the requirements of the TSX company manual and therefore could be subject to a delisting review at the discretion of the TSX. At present, the Company is not conducting any U.S. marijuana-related activities and further has no plans to do so. As a result, the Company believes that it is in full compliance with the Canadian regulatory requirements.

Medical Marijuana

The success of the medical cannabis industry may be significantly influenced by the public's perception of cannabis' medicinal applications. Medical cannabis is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to medical cannabis will be favourable. The medical cannabis industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical cannabis is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of medical cannabis may have a material adverse effect on our operational results, consumer base and financial results.

Should the size of the medical cannabis market increase as projected the demand for products will increase as well, and for the Company to be competitive it will need to invest significantly in research and development, marketing, and production expansion. If the Company is not successful in achieving sufficient resources to invest in these areas, the Company's ability to compete in the market may be adversely affected, which could materially and adversely affect the Company's business, its financial conditions and operations.

Potential Adult-Use Cannabis Market

In June 2018, the government of Canada passed the Cannabis Act, the Canadian federal legislation allowing individuals over the age of 18 to legally purchase, process and cultivate limited amounts of cannabis for adult use in Canada. It is expected that the Cannabis Act will become effective in October 2018. As a result, individuals who currently rely upon the medical cannabis market to supply their medical cannabis and cannabis-based products may cease this reliance, and instead turn to the adult-use cannabis market to supply their cannabis and cannabis-based products.

Factors that will influence this decision include the price of medical cannabis products in relation to similar adult-use cannabis products, the amount of active ingredients in medical cannabis products in relation to similar adult-use cannabis products, the types of cannabis products available to adult users and limitations on access to adult-use cannabis products imposed by the regulations under the Cannabis Act and the legislation governing distribution of cannabis that is expected to be enacted by the individual provinces and territories of Canada. These factors will not be ascertainable until after the regulations under the Cannabis Act and the individual provincial and territorial legislation providing for the legalization of adult-use cannabis are implemented.

While it is currently proposed that existing holders of licenses relating to medical cannabis under the ACMPR, including the Company, will be automatically licensed under the Cannabis Act for these activities, other individuals and corporations would be able to apply for such licenses. Moreover, in conjunction with the implementation of the Cannabis Act, the ACMPR regulation of cannabis for medical purposes is expected to be reviewed. The effect on the Company's business, and the cannabis market in general, as a result of this review is uncertain.

The Company's Relationship with Aurora

Aurora's Shareholdings and Conflicts of Interest with Aurora

Aurora holds a significant and influential voting interest in the Company, including with respect to the right to vote for the election of directors to the Company's board of directors. See "*Directors and Officers – Conflicts of Interests*".

The Company's relationship with Aurora does not impose any duty on Aurora or its affiliates to act in the best interest of the Company. The Company's ownership structure involves a number of relationships that may give rise to conflicts of interest between the Company and the Company's shareholders, on the one hand, and Aurora, on the other hand. In certain instances, the interests of Aurora may differ from the interests of the Company and its shareholders, including with respect to future acquisitions or strategic decisions involving the Company's business. It is possible that conflicts of interest may arise between the Company and Aurora, and that such conflicts may not be resolved in a manner that is in the best interests of the Company or its shareholders. Additionally, Aurora and its affiliates will have access to material confidential information respecting the Company.

Future Changes in Relationship with Aurora

The arrangements between the Company and Aurora do not require Aurora, either directly or indirectly, to maintain any ownership level in the Company. Accordingly, Aurora may transfer all or a substantial portion of its interest in the Company to a third party, including in a merger or consolidation or sale of the Common Shares, without the consent of the Company or its shareholders, but subject to market conditions, Aurora's requirements for capital or other circumstances that may arise in the future. The interests of a transferee of the Common Shares may be different from Aurora's and may not align with those of other shareholders. The Company cannot predict with any certainty the effect that any such transfer would have on the trading price of the Common Shares or the Company's ability to raise capital in the future. As a result, the future of the Company would be uncertain and the Company's business and financial condition may suffer.

Environmental

Safety, health and environmental laws and regulations affect nearly all aspects of the Company's operations, including product development, working conditions, waste disposal, emission controls, the maintenance of air and water quality standards and land reclamation, and, with respect to environmental laws and regulations, impose limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Continuing to meet GMP standards, which the Company follows voluntarily, requires satisfying additional standards for the conduct of its operations and subjects the Company to ongoing compliance inspections in respect of these standards. Compliance with safety, health and environmental laws and regulations can require significant expenditures, and failure to comply with such safety, health and environmental laws and regulations may result in the imposition of fines and penalties, the temporary or permanent suspension of operations, the imposition of clean-up costs resulting from contaminated properties, the imposition of damages and the loss of or refusal of governmental authorities to issue permits or licenses to us or to certify our compliance with GMP standards.

Exposure to these liabilities may arise in connection with the Company's existing and future operations as well as its historical operations. The Company could also be held liable for worker exposure to hazardous substances and for accidents causing injury or death. There can be no assurance that the Company will at all times be in compliance with all safety, health and environmental laws and regulations notwithstanding the Company's attempts to comply with such laws and regulations.

Changes in applicable safety, health and environmental standards may impose 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. The Company is not able to determine the specific impact that future changes in safety, health and environmental laws and regulations may have on the Company's industry, operations and/or activities and its resulting financial position; however, the Company anticipates that capital expenditures and operating expenses will increase in the future as a result of the implementation of new and increasingly stringent safety, health and environmental laws and regulations. Further changes in safety, health and environmental laws and regulations, new information on existing safety, health and environmental conditions or other events, including legal proceedings based upon such conditions or an inability to obtain necessary permits in relation thereto, may require increased compliance expenditures by the Company.

Cost Control

Success will largely be predicated upon Radient's ability to use its technology to develop, sell and distribute consistent, high quality, products at competitive prices, and at a commercial scale. There can be no assurance that Radient will be able to develop, sell and distribute its products and technology at competitive prices. Failure to do so will result in smaller profit margins or losses.

Competition

While the Radient MAP™ technology is potentially disruptive in the marketplace, the industrial technology industry is intensely competitive in all its phases, and Radient will compete with many companies that have substantially greater financial and technical resources.

New technology may be developed, and new advances may significantly reduce the value of Radient's MAP™ technology. In recent history, Radient has not sold its technology on a commercial scale, and it will compete against more established companies, some of which have greater financial, marketing and other resources than that of Radient.

There can be no assurance that potential competitors of Radient, which may have greater financial, R&D, sales and marketing and personnel resources than Radient, are not currently developing, or will not in the future develop, products and strategies that are equally or more effective and/or economical as any products or strategies developed by Radient or which would otherwise render its products or strategies obsolete.

Radient operates within competitive markets and the Company believes that it has adopted a competitive business strategy. However, Radient's business, results, operations and financial condition could be materially adversely affected by the actions of its competitors (including their marketing and pricing strategies and product and services development). Radient may be forced to change the nature of its business as a result of competitive factors and there is no assurance that Radient will be able to compete successfully in the market place in which it seeks to operate.

Customer Concentration

Although Radient has not generated significant revenue in recent history, nor is there any assurance thereof, its marketing strategy is not to rely on volume sales but instead on a small number of larger sales. Due to this, Radient expects to have a small number of customers, the loss of any one of whom could have a material adverse effect on its revenues and financial results.

Dependence on Key Personnel

The success of Radient depends upon attracting and retaining the services of its management team as well as Radient's ability to attract and retain a sufficient number of other highly qualified personnel to run the business. There is substantial competition for highly qualified personnel in the biotechnology industry, as well as the Alberta marketplace. As most key personnel devote their full time to the business, the loss of any member of Radient's management team or other key person could have a material adverse effect on its business. As Radient's level of business activity grows, it will require additional key administrative and marketing personnel. There can be no assurance that the Company will be successful in hiring such personnel.

Volatility in the Capital Markets

Under present market conditions, publicly traded securities in the industrial technology industry are subject to price volatility. The market for securities of industrial technology companies may be subject to market trends regardless of the success of Radient. A volatile capital market may impede the ability to undertake future financings, strategic alliances and acquisitions.

Need for Additional Financing

Radient has not generated significant revenues in its recent history. As a growing business, Radient will likely need more capital than it currently has. The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that additional financing can be obtained on terms favourable to Radient or on any terms. Failure to raise the necessary funds in a timely fashion may also limit Radient's ability to move its programs forward in a timely and satisfactory manner, or to abandon the programs or force it to pursue alternative strategic options; any of which would harm its business, financial condition and results of operations, or affect its ability to continue operating.

Government Regulation

If Radient, or any future marketing collaborators or contract manufacturers, fail to comply with applicable regulatory requirements, the Company may be subject to sanctions including fines, product recalls or seizures and related publicity requirements, injunctions, total or partial suspension of production, civil penalties, suspension or withdrawals of previously granted regulatory approvals, warning or untitled letters, refusal to approve pending applications for marketing approval of new products, import or export bans or restrictions, and criminal prosecution and penalties. Any of these penalties could delay or prevent the promotion, marketing or sale of Radient products and product candidates.

Risks Related to Intellectual Property

Radient's success and ability to compete effectively will depend, in part, on its ability to maintain the proprietary nature of its technology and manufacturing processes, the ability to secure and protect its patents, trade secrets, trademarks and other intellectual property rights either developed internally or acquired, and to operate without infringing on the proprietary rights of others or having third parties circumvent the rights that it owns or licences. There can be no assurance that any of Radient's patents will be sufficiently broad to protect the Company's technology or that they will not be challenged or found to be invalid.

DIVIDENDS

No dividends on the Common Shares have been paid by the Company to date and the Company has no plans at present to pay dividends.

DESCRIPTION OF CAPITAL STRUCTURE

Authorized Capital

The Company has an authorized share capital consisting of an unlimited number of Common Shares without par value. As of March 31, 2018, the Company had outstanding 224,403,251 fully paid and non-assessable Common Shares without par value.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company and have one vote for each common share held at all meetings of the shareholders of the Company. All of the Common Shares rank equally within their class as to dividends, voting rights, participation in assets and in all other respects. None of the Common Shares are subject to any call or assessment nor pre-emptive or conversion rights.

MARKET FOR SECURITIES

Trading Price and Volume

The following table sets forth information relating to the trading of the Common Shares on the TSX Venture Exchange for the Company's last completed financial year.

Month	High ($)	Low ($)	Close ($)	Volume
April 2017	0.650	0.480	0.510	27,138,367
May 2017	0.820	0.470	0.720	29,582,037
June 2017	0.740	0.490	0.490	26,018,786
July 2017	0.570	0.405	0.560	14,323,696
August 2017	0.540	0.485	0.510	6,401,933
September 2017	0.580	0.495	0.560	11,724,366
October 2017	0.760	0.610	0.760	17,075,356
November 2017	1.840	0.700	1.670	102,750,361
December 2017	1.890	1.520	1.760	45,456,805
January 2018	2.280	1.570	1.680	46,981,000
February 2018	1.720	1.050	1.350	22,177,770
March 2018	1.700	1.190	1.470	19,960,450

Prior Sales

The following table summarises the grant of securities convertible into Common Shares by the Company during the financial year ended March 31, 2018.

Date Granted/Issued	Number of Securities	Security	Exercise Price
August 28, 2017	700,000	Stock Options	$0.50 per option
December 6, 2017	5,178,000	Stock Options	$1.82 per option
July 28, 2017(1)	14, 285,714	Common Share Purchase Warrants	$0.33 per warrant
November 23, 2017(2)	466,667	Common Share Purchase Warrants	$0.70 per warrant
December 11, 2017(3)	4,541,889	Common Share Purchase Warrants	$1.71 per warrant
January 9, 2018(2)	63,583	Common Share Purchase Warrants	$0.70 per warrant

Notes:
(1) Issued on conversion of $2 million convertible debenture issued to Aurora on February 13, 2017 and the interest on the convertible debenture.
(2) Issued on the exercise of compensation options.
(3) Issued to Aurora in connection with private placement.

ESCROWED SECURITIES

To the knowledge of the Company, there are no securities of the Company that are in escrow or subject to contractual restriction.

DIRECTORS AND OFFICERS

The Company's directors are elected by the shareholders at each annual meeting and hold office until the next annual meeting at which time they may be re-elected or replaced. Casual vacancies on the Board are filled by the remaining directors, in accordance with the bylaws of the Company, and the persons filling those vacancies hold office until the next annual general meeting at which time they may be re-elected or replaced. The officers are appointed by the Board and hold office at the pleasure of the Board.

The following table sets forth the name of each of our directors and executive officers, their province or state and country of residence, their position(s) with the Company, their principal occupation during the preceding five years and the date they first became a director of the Company.

Name and Residence	Position(s) with the Company	Principal Occupations During Past Five Years	Director of Radient Since
Francesco Ferlaino Cetona, Italy	Chairman of the Board of Directors	Radient - Director – June 2016 to Present Previous – Retired	June 1, 2016
Denis Taschuk	Chief Executive	Radient – President and CEO – October 2011 to	May 22, 2014(1)

Name and Residence	Position(s) with the Company	Principal Occupations During Past Five Years	Director of Radient Since
Alberta, Canada	Officer, President and Director	Present (including time spent with Radient's predecessor company)	
Prakash Hariharan Ontario, Canada	Chief Financial Officer	Radient – CFO – February 2015 to Present AnalytixInsight Inc.– Chairman and CEO – June 2016 to Present Poydras Gaming Financing Corp. – Director – June 2013 to Present Aguia Resources Ltd. – CEO – April 2013 to May 2016 Wi2Wi Corporation – Director – June 2013 to August 2015	N/A
Mike Cabigon Alberta, Canada	Chief Operating Officer and Director	Radient – COO – May 2014 to Present Foundation Ventures GP – Managing Director – June 2009 to Present	May 22, 2014[(1)]
Steven Splinter British Columbia, Canada	Chief Technology Officer, Corporate Secretary and Director	Radient – CTO – September 2009 to Present (including time spent with Radient's predecessor company)	November 24, 2017
Terry Booth, Alberta, Canada	Director	Aurora Cannabis Inc. – Chief Executive Officer – August 2013 to Present	November 30, 2017
Steven Dauphin Alabama, USA	Director	Bonaventure Capital – Principal – April 1998 to Present	May 22, 2014[(1)]
Harry Kaura, Alberta, Canada	Director	Amnor Group Inc. – Principal – April 1997 to Present	May 22, 2014[(1)]
Jan Petzel London, UK	Director	Eldon Capital Management – Founder and Managing – January 2015 to Present Goldman Sachs International – Managing Director – 2011-2014	December 23, 2016
Dimitris Tzanis Zurich, Switzerland	Director	Into the Wild Concepts – Principal – January 2017 to Present Freelance Communications Consultant – January 2014 to June 2016 ERT (Greek National Broadcaster) – Broadcast Director – March 1998 to December 2013	July 27, 2016
Jith Veeravalli California, USA	Director	Gencor – President and Chairman – November 2002 to Present	October 20, 2017

Notes:

(1) Messrs. Taschuk, Cabigon, Dauphin and Kaura became directors of the Company on completion of the reverse takeover transaction with Madison. Prior to the completion of the reverse takeover transaction, they were directors of Radient Technologies Inc. (the private predecessor company).

As at the date of this AIF, the directors and executive officers of the Company, collectively, beneficially own, directly and indirectly, or exercise control or direction over 15,158,160 Common Shares, representing 6.75% of the total number of Common Shares outstanding.

The statement as to the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers of Company as a group is based upon information furnished by the directors and executive officers. The statement does not include the 37,643,431 shares and 4,541,889 common share purchase warrants held by Aurora, a company of which Mr. Booth is the Chief Executive Officer and a director.

The following table details the different Committees of the Board and the directors belonging to each Committee.

Audit Committee	Compensation and Corporate Governance	Health & Safety Committee
Francesco Ferlaino	Denis Taschuk	Harry Kaura
Jan Petzel	Francesco Ferlaino	Mike Cabigon
Steven Dauphin	Steven Dauphin	

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed in this AIF, no director or executive officer of the Company is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as disclosed in this AIF, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (i) is, or within ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

- Denis Taschuk was a director of Tyhee Gold Corp. ("**Tyhee**") from November 2003 until July 2017. Tyhee was subject to a management cease trade order issued on March 31, 2015, and was subject to cease trade orders issued by the British Columbia Securities Commission on June 2, 2015, the Alberta Securities Commission on September 10, 2015 and the Ontario Securities Commission on September 30, 2015 for failure to file audited financial statements for the year ended November 30, 2014 and the subsequent interim financial statements. The cease trade orders remain in effect. A receiver was appointed in respect of a subsidiary of Tyhee on May 9, 2017 and Tyhee filed an assignment into bankruptcy on August 1, 2017.

- Mike Cabigon was a director of Preo Software Inc. ("**Preo**"), a software provider in the print management industry, from September 2008 until September 2012. Preo subject to cease trade orders issued by the

Alberta Securities Commission on December 4, 2012, the British Columbia Securities Commission on December 6, 2012, the Ontario Securities Commission on December 18, 2012, the Authorite des Marches Financiers on December 21, 2012 and the Manitoba Securities Commission on January 25, 2013, for failure to file interim financial statements. The cease trade orders remain in effect. A receiver was appointed in respect of a Preo on March 26, 2013.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Harry Kaura, a director of the Company, controls Amnor Group Inc. Amnor Group Inc. is the former 50% owner of 1631807 Alberta Ltd., (a company owning the land and building containing the Company's Edmonton Manufacturing Facility). See "*General Development of the Business – Real Estate Acquisitions*".

Terry Booth, a director of the Company, is Chief Executive Officer and a director of Aurora. As of the date of this AIF, Aurora holds approximately 16.4 percent of the issued and outstanding Common Shares on a non-diluted basis. Radient and Aurora are parties to the MSA, pursuant to which Radient has agreed to perform certain services for Aurora using its proprietary MAP™ technology, as well as other technologies, as an independent contractor in relation to the development, commercialization and supply of standardized cannabis extracts. The MSA has an initial term of five years, with an option for Aurora to renew the agreement for an additional five years.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the best of Company's knowledge, there are no material legal proceedings by or against the Company or affecting any of its interests as of March 31, 2018, nor are we aware that any such proceedings are contemplated.

Furthermore, there are no: (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during its most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision in the Company; or (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during its most recently completed financial year.

AUDIT COMMITTEE

The Audit Committee Charter

The Company's Audit Committee is governed by an audit committee charter. A copy of the Company's Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors: Steven Dauphin (Chair), Francesco Ferlaino and Jan Petzel. As defined in NI 52-110, Mr. Dauphin, Mr. Ferlaino and Mr. Petzel are independent.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for the review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The audit committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience of Members of the Audit Committee

Every member in the Audit Committee has sufficient education and experience to perform its responsibilities in relation to the Audit Committee, including:

- Understanding the accounting principles used by the Company to prepare its financial statements;
- Having the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- An understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (formerly Charlton & Company, Chartered Professional Accountants and currently, Grant Thornton LLP) not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4, 3.2, 3.4, 3.5 or 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. A copy of the Company's Audit Committee Charter is attached hereto as Schedule "A".

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the last two financial years, by category, are as follows:

Financial Year Ended	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All Other Fees(3)
March 31, 2018	$79,583	$19,222	$12,508	$185,689
March 31, 2017	$122,369	$3,085	$9,651	$Nil

NOTES:

(1) Audit-Related Fees consist of the calculations of SRED benefits.
(2) Tax Fees consist of the preparation of the Canadian and US tax returns.
(3) Fees related to international undertakings of $179,116, fees related to regulatory review of $4,433 and fees related to of CPAB $2,140.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than disclosed elsewhere in this AIF, no director, senior officer or principal shareholder of the Company and no associate or affiliate of the foregoing have had a material interest, direct or indirect, in any transaction in which the Company has participated within the three year period prior to the date of this AIF, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is AST Trust Company (Canada), located at 333 7 Ave SW, Calgary, AB T2P 2Z1.

MATERIAL CONTRACTS

The only material contracts that the Company has entered into (i) since the beginning of its most recently completed financial year or (ii) before the beginning of its most recently completed financial year and that are still in effect, other than contracts entered into in the ordinary course of business, are as follows:

- Master Services Agreement with Aurora Cannabis Enterprises Inc. dated November 5, 2017

NAMES AND INTERESTS OF EXPERTS

The Company's auditors are Grant Thornton LLP of 1701 Scotia Place Tower 2, 10060 Jasper Ave, Edmonton, AB T5J 3R8. Grant Thornton LLP have advised that they are independent of the Company in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Alberta, Canada.

ADDITIONAL INFORMATION

Additional information relating to Radient may be obtained from SEDAR at www.sedar.com under the Company's profile.

Additional financial information is provided in the Company's most recent audited financial statements which are available on SEDAR at www.sedar.com under the Company's profile.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, are contained in the Company's information circular for its most recent annual meeting of shareholders.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

RADIENT TECHNOLOGIES INC.

(the "**Corporation**")

As adopted by the Board of Directors of the Corporation (the "**Board**"), on May 22, 2014

1. **OVERALL ROLE AND RESPONSIBILITY**

The Audit Committee of the Corporation (the "**Audit Committee**") shall:

(a) Assist the Board in its oversight role with respect to:

(i) the quality and integrity of financial information;

(ii) the independent auditor's performance, qualifications and independence;

(iii) the performance of the Corporation's internal audit function, if applicable; and

(iv) the Corporation's compliance with legal and regulatory requirements.

(b) Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

2. **MEMBERSHIP AND MEETINGS**

(a) The Audit Committee shall consist of three (3) or more Directors appointed by the Board, the majority of whom shall not be officers or employees of the Corporation or any of the Corporation's affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

(b) The Board shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

3. **STRUCTURE AND OPERATIONS**

(a) The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

(b) The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

(c) The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

(d) The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

4. **SPECIFIC DUTIES**

(a) Make recommendations to the board for the appointment and replacement of the independent auditor.

(b) Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

(c) Authority to preapprove all audit services and permitted -nonaudit- services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.

(d) Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation; and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted nonaudit- services is compatible with maintaining the auditor's independence.

(e) Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.

(f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).

(g) Provide timely reports to the board regarding financial reporting matters.

5. **FINANCIAL REPORTING**

(a) Review and discuss with management and the independent auditor:

(i) prior to the annual audit the scope, planning and staffing of the annual audit;

(ii) the annual audited financial statements;

(iii) the Corporation's annual general and quarterly disclosures made in management's discussion and analysis;

(iv) approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation;

(v) the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards;

(vi) significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements;

(vii) any significant changes in the Corporation's selection or application of accounting principles;

(viii) the results and findings of any internal audit procedures performed;

(ix) any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies; and

(x) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

(b) Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

6. **AUDIT COMMITTEE'S ROLE**

(a) The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

7. **FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS**

(a) The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

8. **APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS**

(a) Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted nonaudit services for the coming year. The second is -inyear- Audit Committee preapprovals of proposed audit and permitted -nonaudit- services as they arise.

(b) Any proposed audit and permitted nonaudit- services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The Chief Financial Officer shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

(c) Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

(d) In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted nonaudit- services), for approval of the proposal on behalf of the

Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals.