Management's Discussion and Analysis

Lift & Co. Corp. (formerly MJ Opportunity Corp.)

For the fourth quarter and year ended March 31, 2019

Dated June 21, 2019

General Information

The following is Lift & Co. Corp.'s management discussion and analysis dated June 21, 2019 ("MD&A"), which provides a comparative overview of the Company's performance for its three month period and year ended March 31, 2019 with the corresponding three month period and year ended March 31, 2018, and it reviews the Company's financial position as at March 31, 2019. Throughout this MD&A, the term "Company" or "Lift & Co." shall mean Lift & Co. Corp. and its wholly owned subsidiary, Lift Co. Ltd. This discussion should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes ("consolidated financial statements") as at and for the year ended March 31, 2019.

The consolidated financial statements of the Company and extracts from these consolidated financial statements contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's presentation currency is the Canadian dollar. All financial information presented has been rounded to the nearest dollar, except per share amounts and where otherwise indicated. The Company's consolidated financial statements for the year ended March 31, 2019 were approved by its Board of Directors on June 21, 2019. Readers are cautioned that certain information included herein is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumption prove incorrect, actual results may vary significantly from those expected. See "Forward Looking Statements" and "Risks and Uncertainties".

Unless otherwise indicated, the information in this report is dated as of June 21, 2019. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Operational Highlights

On October 17, 2018, Bill C-45, the Cannabis Act, came into force, legalizing access to recreational cannabis in Canada and changing an entire industry. Lift & Co. has been preparing for this date and has successfully begun to transition its leadership position within the medical cannabis industry to the larger adult-recreational use population.

Management is proud to highlight a number of milestones that continue to support its platform business model of marketing and data insight products that aggregate the industry's value chain of consumers, retailers and producers.

- **Another Year of Triple Digit Revenue Growth**
  - Revenue for the year ended March 31, 2019 was $5,772,722, an increase of 150% over the year ended March 31, 2018. Revenue for the Company's digital marketing and data products increased by 303% to $882,466, which is where the Company continues to focus its development and marketing efforts, and what management believes will provide for the most shareholder value long-term.
- **New Digital Products**
  - The Company leveraged its track record as a leading consumer review and education platform for medical cannabis to launch several features upon recreational legalization on October 17, 2018. These included:
    - Lift & Co. Rewards, the world's first rewards program for federally regulated recreational cannabis which now incentivizes lift.co users to leave comprehensive reviews in exchange for gift cards at major retailers;
    - Receipt collecting technology as part of lift.co user reviews, enabling the Company to combine review data with purchase receipt data for correlating consumer behaviour and demographics with transactional insights; and
    - A data-driven product recommendation tool for consumers to assist them in finding regulated products, which supports data collection and marketing efforts.
- **Increasing Penetration into Retail**
  - Through an exclusive partnership with Mothers Against Drunk Driving Canada ("MADD"), the Company launched a retail certification on July 11, 2018. The Company has partnered with the Nova Scotia Liquor Corporation, the Prince Edward Island Cannabis Management Corporation and the Yukon Liquor Corporation, and secured multi-year agreements with private retailers across five provinces and territories across Canada.
  - On February 7, 2019, the Company announced the launch and multi-year approval by the Alcohol and Gaming Commission of Ontario of CannSell™, the sole approved mandatory training certification

for cannabis retailers in Ontario. Pursuant to the Cannabis License Act and Ontario Regulation 468/18, all Ontario cannabis retail employees, managers, and license holders are required by law to be CannSell Standard to work in the Province's cannabis retail stores, which opened for business on April 1, 2019.

- **Event Marketing Success**
  - Revenues from the Company's three main events all more than doubled relative to the prior year:
    - Over 19,000 people attended the Toronto Lift Expo, which was a 28% increase compared to the prior year's event. Advertising revenues grew by 90% and booth sales grew by 147%, making the 2018 Toronto Lift Expo the largest and most successful event in the Company's history.
    - The sold-out Canadian Cannabis Awards gala, hosted on November 29, 2018, became the gold-standard for excellence in cannabis. With over 48 million earned media impressions – a 168% increase over the prior year - the CCAs were further established to be a valuable asset for licensed producers to differentiate and market their brands.
    - The 2019 Vancouver Expo saw a 30% increase in attendance, a 55% increase in ticket sales for the Vancouver LCBC and a 60% increase in the number of exhibitors, making for a record-setting 3rd annual Vancouver Expo.

Business Overview

The legalization of adult recreational-use cannabis in Canada on October 17, 2018 under Bill C-45 (the "Cannabis Act'") created a new multi-billion-dollar consumer packaged goods ("CPG") industry. However, while CPG companies in other industries benefit from brand advertising, established retail distribution networks, and advanced marketing analytics, the cannabis industry lacks this basic infrastructure due to restrictive regulations and the industry's relative infancy. Management believes cannabis has an ecosystem that resembles CPG but also the inability to market like CPG due to regulations and lack of infrastructure.

Lift & Co. is a technology company modernizing marketing in this CPG-like cannabis industry by building infrastructure targeting the classical CPG marketing budget: Consumer Marketing, Trade Marketing, Data Insights and Event Marketing. Lift & Co. builds products that work across the value chain of cannabis consumers, retailers and producers in order to aggregate the data generated. Management believes the Company's products have a unique advantage within the regulations and that they enable businesses to better target and understand their marketing efforts.

Lift & Co.'s platform offers solutions management believes to be both compliant and innovative. The Company serves as a strategic marketing and analytics partner to cannabis businesses through a popular website (lift.co) that features Canada's most comprehensive product-comparison resources for federally regulated cannabis; a retailer platform which includes the leading cannabis retail training certification; robust data insights into consumer behavior and product competitiveness; and a leading industry events series.

The Company categorizes its platform of products into four categories: Consumer Marketing, Trade Marketing, Data Insights and Event Marketing.

<u>Consumer Marketing</u>

Lift & Co. pursues building and aggregating consumer marketing channels for the benefit of retailers and licensed producers. The Company's website, lift.co, publishes digital content, encourages product reviews through a reviewer rewards program, and provides data-driven product recommendations to attract consumers and empower them to make informed purchasing decisions. Most importantly, the website's product reviews allow for direct communication to consumers about product information that retailers and licensed producers are prohibited from communicating – specifically product effects, durations and quality ratings. Management believes this is critical information for consumers to make informed purchase decisions and a gap in the market. These reviews have generated a deep and unique data set on consumer behavior and sentiment, which the Company monetizes as Data Insights.

The restrictions on product marketing have allowed the Company to use its platform to help clients better market their brands and understand cannabis consumers. As a result, Lift & Co. is able to monetize the lift.co website traffic through packaged content and targeted advertising. This includes, but is not limited to, banner advertisements, featured product and business listings, and sponsored videos and articles.

The online content is presented in a magazine format and provides readers with unique content and insights into the cannabis industry. The magazine site features consumer-focused content catering to several facets of the industry, including the latest news, education around cannabis, and lifestyle pieces.

During the year, Lift & Co. launched a data-driven recommendation tool to aid consumers in choosing the best cannabis products for their personal preferences. The tool collects user inputs on gender, age, desired effect, and experience with cannabis, and analyzes the Company's review and user datasets to then recommend products based on each user's unique inputs.

Trade Marketing

The Company pursued an exclusive partnership with MADD Canada to develop a retail certification program across Canada that would allow the Company to create an engagement platform of budtenders. The first retail training agreement was secured on July 11, 2018 with the Nova Scotia Liquor Corporation. The Company has since also engaged with and trained the Prince Edward Island Cannabis Management Corporation and the Yukon Liquor Corporation, and secured multi-year agreements with private retailers across five provinces and territories across Canada.

On February 7, 2019, the Company announced the launch and multi-year approval by the Alcohol and Gaming Commission of Ontario of CannSell™, the sole approved mandatory training certification for cannabis retailers in Ontario. Pursuant to the Cannabis License Act and Ontario Regulation 468/18, all Ontario cannabis retail employees, managers, and license holders are required by law to be CannSell Standard certified prior to working in the Province's cannabis retail stores, which opened for business on April 1, 2019.

CannSell Standard is a four-hour online training program that educates cannabis retail employees on the responsible sale of cannabis, as well as their legal and regulatory obligations and is the latest retail training solution developed in partnership with MADD Canada, the country's leading voice on the prevention of impaired driving. In addition, the Company launched CannSell Expert, an advanced 25-hour certification program essential for cannabis retailers looking to equip their staff with deeper cannabis knowledge necessary for advanced customer service in areas of product knowledge, plant genetics and consumption methods.

The program's complete reach into Ontario retailers and employees provides a multi-year opportunity for the Company to create one of the most valuable cannabis Trade Marketing channels in Canada. To leverage this advantage, Lift & Co. also launched digital brand modules, accessible by all CannSell certification holders and sold to cannabis brands to assist in their trade marketing efforts through a measurable way of educating retail employees and tracking brand retention.

Management believes that through CannSell and the previous retail certification, the Company holds a dominant position in the Canadian marketplace for digital marketing and communications to "budtenders" and Lift & Co.'s early-mover advantage will likely accelerate as more cannabis retail locations open across the country, including the first Ontario stores in April 2019.

Data Insights

Lift & Co. strategically scales its Consumer Marketing and Trade Marketing products to collect data on consumers, products and brands. The Company focuses on maximizing data collected in user profiles, purchase receipts and product reviews as well as through consumer and retailer studies and surveys. This data is used to generate marketing insights that are sold to brands owned by licensed producers.

To management's knowledge, Lift & Co. operates the largest review site for federally regulated cannabis products in the world. As at March 31, 2019, the Company had collected 82,608 unique product reviews. The reviews collected provide the Company with proprietary and statistically significant data insights into the Canadian population's perceived product and brand quality, usage, and characteristics that management believes are directly relevant to applicable producers' business and marketing initiatives.

The Company incentivizes cannabis consumers to leave reviews on products through a Lift & Co. rewards program, where reviews are exchanged for points that can be used towards major retailer gift cards. To the Company's knowledge, this is the world's first rewards program for federally regulated adult-recreational cannabis and it has accelerated the Company's product review collection and generated a wealth of demographic data collection from its users, which the Company is now leveraging into advertising solutions for its clients.

During the year, the Company began offering incentives to consumers for uploading product purchase receipts along with their cannabis product reviews. Management believes the consumer-purchase data collected through this program provides valuable market-driven data insights into purchasing behaviours and complements Lift & Co.'s data monetization and targeted-marketing strategy by allowing the Company to correlate behaviour data from the reviews with transactional information. It is management's belief that the data garnered in this way will enable the Company to monetize a first mover advantage into data insights for the CPG-like aspects of the cannabis industry, while differentiating it from its peers with a superior value proposition and product suite.

Event Marketing

Lift & Co. leverages events as a growth engine for its platform business model, serving to generate qualified business leads for its services as well as users and data for its technology products. The Company only pursues events that are accretive to its platform business strategy of aggregating the marketing budgets and data of the CPG-like aspects of the regulated cannabis industry.

Lift & Co. holds annual four-day cannabis tradeshows in Toronto, Ontario and Vancouver, British Columbia (together the "Lift Expos"), including a Lift Cannabis Business Conference ("LCBC"). Revenues are derived from booth sales, ticket sales and advertising and both Lift Expos have been growing significantly in both attendance and revenues each year, with the most recent expos drawing in over 18,000 attendees each. During the year, the Company also held a Retail Tradeshow in Calgary, Alberta, connecting licensed cannabis retailers and industry stakeholders.

Lift & Co. also hosts the Canadian Cannabis Awards ("CCAs" and, together with the Lift Expos and Retail Tradeshow, the "Events"), an annual cannabis industry awards gala for businesses and their products. The CCAs are an industry gala event and awards program with category results based on online user-driven nomination and voting. Within the Cannabis Act's restrictive marketing and advertising requirements, the CCAs enable winning businesses to differentiate their brands and products to consumers in what the Company believes is an otherwise extremely limited advertising landscape. Following two sold out galas, the Company intends to continue to grow the CCAs as a strategic advertising solution on its platform to further enable LPs to compete for customers.

On February 21, 2019, Lift & Co. announced its entry into the European market through the LCBC Europe, to be hosted in Berlin, Germany from September 5-6, 2019. Lift & Co.'s first step of its international expansion will connect stakeholders and thought leaders from Canada and Europe, and will allow the Company to leverage its established industry network in a nascent growing market. The LCBC Europe will be a two-day conference with content similar to Lift & Co.'s already well-established LCBC events being held in Toronto and Vancouver, including presentations and panel discussions designed to provide actionable insights to industry stakeholders within the European market.

Results of Operations

Financial Highlights (unaudited)

	3 months ended Mar 31, 2019	3 months ended Mar 31, 2018	12 months ended Mar 31, 2019	12 months ended Mar 31, 2018	12 months ended Mar 31, 2017
Revenue	**2,494,857**	**1,085,088**	**5,772,722**	**2,308,993**	**1,012,221**
Expenses					
Cost of revenue	911,405	373,990	2,324,623	1,010,646	341,585
General and administrative	1,686,195	1,263,946	6,166,209	2,600,918	1,535,941
Selling and marketing	631,829	445,227	2,520,057	1,371,428	304,649
Research and development	668,443	275,783	2,000,956	577,239	63,569
Loss from operations	**(1,403,015)**	**(1,273,858)**	**(7,239,123)**	**(3,251,238)**	**(1,233,523)**
Finance and other costs, net	81,539	-	255,355	198,923	126,787
Change in fair value of derivative liabilities	2,184,718	2,798,705	(663,261)	2,646,806	(6,360)
Gain on extinguishment	-	-	-	(109,568)	-
Reverse takeover costs	-	-	1,125,765	-	-
Net income (loss) attributable to owners of the Company	**(3,669,272)**	**(4,072,563)**	**(7,956,982)**	**(5,987,399)**	**(1,353,950)**
Unrealized gain (loss) on marketable securities	18,039	(22,231)	4,012	(12,439)	-
Comprehensive income (loss) attributable to owners of the Company	**(3,651,233)**	**(4,094,794)**	**(7,952,970)**	**(5,999,838)**	**(1,353,950)**
Basic and diluted earnings (loss) per share	**(0.05)**	**(0.08)**	**(0.13)**	**(0.12)**	**(0.04)**
Loss from operations	**(1,403,015)**	**(1,273,858)**	**(7,239,123)**	**(3,251,238)**	**(1,233,523)**
Share based compensation	282,122	90,410	1,286,545	240,555	661,045
Depreciation	58,020	4,727	93,795	11,341	2,152
EBITDA[1]	**(1,062,873)**	**(1,178,721)**	**(5,858,783)**	**(2,999,342)**	**(570,326)**

1. Refer to "Non-IFRS Financial Measures"

For the periods noted above, net loss and comprehensive loss was impacted significantly by changes in the fair value of derivative liabilities. Derivative liabilities pertain to warrants for which the exercise price or number of shares to be issued was originally dependent on future events, resulting in the warrants being classified as a liability rather than as equity. As the liability is revalued at the end of each reporting period, the fluctuations effectively reflect the change in the Company's stock price or valuation during the period. The gain on extinguishment during the year ended March 31, 2018 reflects the expiration of one such warrant. As these warrants will either expire or be exercised and converted into common shares of the Company, the fluctuation in value does not imply any change in future cash outflows of the Company but merely a change in the dilutive value of these instruments.

Reverse takeover costs incurred during the year ended March 31, 2019 reflect the costs incurred by the Company in listing its shares on the TSX Venture Exchange by way of a reverse takeover.

Finance and other costs reflect both the interest expense and accretion expense incurred on the Company's convertible debentures, net of interest income received on excess cash.

Revenue

	3 months ended Mar 31, 2019	3 months ended Dec 31, 2018	3 months ended Sep 30, 2018	3 months ended Jun 30, 2018	12 months ended Mar 31, 2019
Event Marketing	2,249,979	501,516	-	2,138,761	4,890,256
Consumer and Trade Marketing	227,044	270,594	163,703	16,553	677,894
Data Insights	17,834	62,940	73,548	50,250	204,572
Revenue	**2,494,857**	**835,050**	**237,251**	**2,205,564**	**5,772,722**

	3 months ended Mar 31, 2018	3 months ended Dec 31, 2017	3 months ended Sep 30, 2017	3 months ended Jun 30, 2017	12 months ended Mar 31, 2018
Event Marketing	1,059,328	120,408	-	910,207	2,089,943
Consumer and Trade Marketing	7,279	54,745	45,604	37,513	145,141
Data Insights	18,481	37,428	8,000	10,000	73,909
Revenue	**1,085,088**	**212,581**	**53,604**	**957,720**	**2,308,993**

Revenues for the three month period ended March 31, 2019 increased by $1,409,769 (130%) compared to the same period in the prior year, and revenues for the year ended March 31, 2019 increased by $3,463,729 (150%). The increase for the three month period was a result of increases in Event Marketing revenues as well as Consumer and Trade Marketing revenues, whereas the increase for the year ended March 31, 2019, was a result of an increase in all three revenue streams.

Event Marketing revenues increased for the three month period ended March 31, 2019 by $1,190,651 (112%) as a result of a 30% increase in attendance at the Vancouver Expo, a 55% increase in ticket sales for the Vancouver LCBC and a 60% increase in the number of exhibitors. The remainder of the increase was driven by increases in sponsorships and pricing. For the year ended March 31, 2019, Event Marketing revenues increased by $2,800,313 (134%) as a result of an increase in the size of the Expos held this year relative to prior year, an increase in pricing, and the addition of the Retail Tradeshow in Calgary.

Consumer and Trade Marketing revenues increased by $219,765 (3019%) for the three month period and by $532,753 (367%) for the year ended March 31, 2019, predominantly as a result of the Company launching a retail certification program during the year as well as the CannSell mandatory training certification in Ontario during the fourth quarter. A total of 1,555 certifications were sold during the year across Canada and 1,109 during the quarter.

Data Insights revenues increased by $130,663 (177%) for the year ended March 31, 2019 as a result of a more robust data offering. Revenue for the fourth quarter remained relatively flat as the Company shifted focus to data aggregation and product development over sales initiatives.

Operating Expenses

	3 months ended Mar 31, 2019	3 months ended Mar 31, 2018	12 months ended Mar 31, 2019	12 months ended Mar 31, 2018
Cost of revenue	**911,405**	**373,990**	**2,324,623**	**1,010,646**
General and administrative	**1,686,195**	**1,263,946**	**6,166,209**	**2,600,918**
Bad debt expense	(24,747)	131,637	40,885	147,036
Professional fees	168,619	448,313	1,015,871	587,646
Office and administration[1]	512,637	259,113	1,333,563	763,938
Wages and benefits[2]	1,029,686	424,883	3,775,890	1,102,298
Selling and marketing	**631,829**	**445,227**	**2,520,057**	**1,371,428**
Advertising and promotion	156,849	230,612	777,112	742,359
Wages and benefits – Sales and commissions	188,410	58,246	624,980	167,602
Wages and benefits – Marketing	286,570	156,369	1,117,965	461,467
Research and development	**668,443**	**275,783**	**2,000,956**	**577,239**
Expenses	**3,897,872**	**2,358,946**	**13,011,845**	**5,560,231**

1. *Includes depreciation (refer to "Financial Highlights")*
2. *Includes share based compensation (refer to "Financial Highlights")*

Costs of revenue increased by $537,415 (144%) for the three month period and by $1,313,977 (130%) for the year ended March 31, 2019, compared to the same periods last year. The largest driver of the increase was the Company's Events. Both the Vancouver Expo (which was held in the fourth quarter) as well as the Toronto Expo (which was held in the first quarter) increased in size, resulting in higher venue costs. In addition, the Company launched its inaugural Retail Tradeshow in Calgary in the third quarter, which also contributed to the increase.

General and administrative expenses increased by $422,249 (33%) for the three month period and by $3,565,291 (137%) for the year ended March 31, 2019, compared to the same periods last year. Increases in wages and benefits contributed to the majority of the increase, as the Company made a strategic decision in the fourth quarter of fiscal 2018 to increase its headcount to support accelerating growth. In order to support a growing team of employees, the Company moved to a new head office in January 2019, resulting in higher office and administrative expenses in the second half of fiscal 2019. Professional fees spiked from the fourth quarter of fiscal 2018 to the second quarter of fiscal 2019 as the company transitioned to operating as a public company, resulting in an increase year over year for the full year period and a decrease year over year for the three month period. Bad debt expense decreased year over year, as a result of a one time write-off in fiscal 2018.

Selling and marketing expenses increased by $186,602 (42%) for the three month period and by $1,148,629 (84%) for the year ended March 31, 2019, compared to the same periods last year to drive revenue generation. In particular, the company increased its sales team in order to market its non-events products, and increased its marketing team in order to promote brand awareness.

Research and development costs increased by $392,660 (142%) for the three month period and by $1,423,717 (247%) for the year ended March 31, 2019, compared to the same periods last year. The increase is a result of the Company's expansion of its development and data team, in order to improve its non-event product offering. Consequently, the Company was able develop a retail certification program during the year and later, its CannSell products. In addition, the Company continues to improve its data offering in anticipation of increased demand for data products as the market matures.

Summary of Quarterly Results

The following table sets out quarterly financial information for the Company's eight most recently completed quarters:

(in thousands)	Q42019	Q32019	Q22019	Q12019	Q42018	Q32018	Q22018	Q12018
Revenue	2,495	835	237	2,206	1,085	213	54	958
Loss from operations	(1,403)	(2,141)	(2,701)	(994)	(1,274)	(936)	(745)	(297)
Comprehensive income (loss) attributable to owners of the Company	(3,651)	(91)	(2,930)	(1,281)	(4,095)	(754)	(793)	(358)
Basic and diluted earnings (loss) per share	(0.05)	(0.00)	(0.05)	(0.02)	(0.08)	(0.01)	(0.02)	(0.01)

Changes from quarter to quarter relate to the timing of Lift & Co.'s Events. Generally, the Company holds the Toronto Expo in Q1, the CCAs in Q3 and the Vancouver Expo in Q4. The Company also held a Retail Tradeshow in Calgary in Q3 of this fiscal year. Excluding event related fluctuations, expenses have been increasing at a higher rate than revenues, as the Company has been investing in its technological infrastructure in anticipation of greater demand for digital marketing products and data insights as the cannabis industry continues to evolve into a traditional CPG market.

Liquidity and Capital Resources

	March 31, 2019	March 31, 2018	March 31, 2017
Cash	2,324,275	1,244,772	718,906
Total assets	6,453,475	2,670,181	1,578,794
Total non-derivative liabilities[1]	5,061,914	2,197,308	763,406
Working capital[2]	1,817,442	427,269	806,059

1. *Derivative liabilities have been excluded as this liability will be settled in equity*
2. *Working capital is defined as current assets minus current liabilities, excluding derivative liabilities that will be settled in equity*

On May 30, 2018, the Company completed a private placement of senior unsecured convertible debentures consisting of 1,000 units at $1,000 per unit for gross proceeds of $1,000,000 and 300,000 common share purchase warrants. On August 13, 2018, the convertible debentures were converted into 1,666,666 common shares at a price of $0.60 per share.

On September 13, 2018, the Company, formerly MJ Opportunity Corp. ("MJO"), acquired all the common shares of Lift Co. Ltd. by way of a "three-cornered" amalgamation under the provisions of the Ontario Business Corporation Act between Original Lift and 2636081 Ontario Inc., a wholly-owned subsidiary of MJO, whereby the previous shareholders of Original Lift were issued shares of MJO on a one for one basis, and as a result, effectively acquired control of MJO (the "Transaction" or "RTO"). Immediately prior to the Transaction, MJO changed its name to Lift & Co. Corp.

Prior to the Transaction, the Company completed a brokered private placement whereby 11,418,009 subscription receipts were issued at a price of $0.60 per share for gross proceeds of $6,850,806. Upon closing of the Transaction, these subscription receipts were converted into common shares of the Company.

In connection with the Transaction, the Company also completed a private placement of senior unsecured convertible debentures consisting of 2,000 units at $1,000 per unit for gross proceeds of $2,000,000. The convertible debentures bear interest at a rate of 10% per annum, mature 24 months from issuance and are convertible into common shares at the option of the holder at a conversion price equal to $0.60 per share.

A comparison of the expected purposes of these funds, as disclosed in the Company's filing statement, versus actual spending is as follows:

	Expected	Actual
New office	1,366,426	1,530,086
Additional salaries and related costs	3,353,491	509,854
Additional marketing	1,293,065	346,141
General and administration	643,495	840,866
Information technology	352,158	134,038
Future acquisitions and opportunities	1,000,000	-
RTO transaction costs	-	643,090
Operating losses and working capital	-	2,073,568
Unallocated funds	393,283	2,324,275

Costs associated with the new office and related general and administrative expenses came in higher than originally anticipated, whereas information technology expenses came in lower. Additional salaries and related costs as well as additional marketing costs to date are lower than allocated as this is an ongoing expense and the allocated funds will be used over time. As an acquisition opportunity has not yet been identified, the $1 million allocated amount has not yet been spent. In addition, funds were used to fund transaction costs and operating losses, which were not originally specifically disclosed as an expected use of funds.

Cash of $2,324,275 remains unused as of March 31, 2019. As the Company plans to continue to invest in developing its products related to the non-events portion of its business, positive cashflows from operations are not expected over the next year. As the Company has been successful in the past in obtaining financing, management believes the Company will be able to arrange financing if necessary over the next twelve months.

Total assets, total non-derivative liabilities and working capital have been growing over the past three years in tandem with revenue growth. Trade receivables, trade payables and unearned revenue have increased each year to support the growth of the business. In addition, the Company invested $926,541 in leasehold improvements during the year to support a growing and innovative workforce, which further contributed to the increase in total assets in the current year. Similarly, the issuance of $2 million convertible debentures in connection with the Transaction, further contributed to the increase in total non-derivative liabilities. The convertible debentures mature on August 16, 2020 and are convertible into common shares at the option of the holder at a conversion price equal to $0.60 per share.

The Company's use of off-balance sheet financing is limited to its head office lease. This lease expires on August 31, 2028, with an unexercised option to extend for an additional five years. The following table sets out the Company's contractual obligations:

(in thousands)	Total	1 Year	2 Years	3 Years	4 Years	5 Years	After 5 Years
Operating lease[1]	4,324	543	487	487	487	512	1,808

1. *Upon adoption of IFRS 16 on April 1, 2019, operating leases will be presented as long-term debt. Refer to "Changes in Accounting Policies" for further disclosure on the impact this standard will have on the Company's consolidated financial statements.*

As of June 21, 2019, the Company had the following number of common shares issued and outstanding as well as the following instruments that are convertible into common shares:

Common shares	70,148,333
Warrants	10,427,318
Convertible debentures	3,333,333
Stock options	5,936,743
Fully diluted	**89,845,727**

Transactions with Related Parties

There were no related party transactions during the years ended March 31, 2019 and 2018.

Forward-Looking Statements

Certain sections of this MD&A may contain “forward-looking statements” within the meaning of applicable securities legislation. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words. Forward-looking statements may relate to the Company’s future financial conditions, results of operations, plans, objectives, performance or business developments. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management’s expectations and plans relating to the future. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements and those made in our other filings with applicable securities regulators in Canada. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

Non-IFRS Financial Measures

This MD&A includes the following financial measure that does not have any standardized meaning under IFRS and may not be comparable to similar measures employed by other companies:

"Earnings before interest, income taxes, depreciation and amortization" ("**EBITDA**") is calculated as net income before depreciation, share based compensation, finance and other costs, changes in fair value and gains on extinguishment of derivative liabilities, realized and unrealized gains or losses on marketable securities, reverse takeover costs and income tax expense.

Management believes that this financial measure is useful for investors and other readers, when used in conjunction with other IFRS financial measures, as it is a measure used internally by management to evaluate performance. However, this financial measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of financial performance prepared in accordance with IFRS.

Changes in Accounting Policies

The following new standards and amendments to standards are not yet effective for the year ended March 31, 2019 and have not been applied in preparing the consolidated financial statements:

- IFRS 16, Leases
- IFRIC 23, Uncertainty over Income Tax Treatments

The Company has conducted a preliminary assessment of the effect of IFRS 16, Leases, and determined that the standard will have the following impact:

Increase in right of use asset	2,387,000
Increase in finance lease liability	2,387,000

The changes pertain to the lease of the Company's head office. The full description of this expected change and each of these recent pronouncements is available in the consolidated financial statements.

Risks and Uncertainties

Any investment in the securities of the Company is speculative due to the nature of its business and stage of development. There are a number of risk factors that could materially affect the Company's future operating results and could cause actual events to differ materially from those described in the forward-looking statements related to the Company. In addition to the usual risks associated with an investment in a business, investors should carefully consider the following risk factors and the risk factors set out in the Company's Filing Statement, which is available on www.sedar.com. If any of the noted risks actually occur, our business may be harmed and the financial condition and results of operations may suffer significantly. In that event, the trading price of the common shares could decline, and shareholders may lose all or part of their investment. Additional risks and uncertainties not presently known to us or that we currently consider immaterial also may impair our business and operations.

Future Capital Needs and Uncertainty of Additional Financing

In order to cover expected operating losses, including continued research and development expenditures related to the Company's digital product offering, the Company would need to secure additional equity or debt financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. Accordingly, these conditions represent a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

New and Unproven Market

Lift & Co. has developed a platform that provides licensed producers and retailers with a platform of marketing and data insight solutions to understand, target, and engage legal cannabis consumers. The market for these products and services in the industry in which the Company operates is relatively new and may not develop as expected, which makes it difficult to evaluate its future prospects and may increase the risk that it will not be successful.

Limited Operating History

Lift & Co. has only a limited operating history and has incurred losses in recent periods as the Company has invested in the infrastructure and personnel necessary to build and support future growth. Although Lift & Co. anticipates generating increased revenue in the future, it is also incurring substantial expenses in the establishment and expansion of its business. To the extent that such expenses do not result in projected revenue increases, the Company's long-term viability may be materially and adversely affected.

Regulation of the Cannabis Industry

The cannabis industry is a new industry that is highly regulated, highly competitive and evolving rapidly. While Lift & Co. currently does not at this time anticipate being directly involved in the production, distribution or direct sale of cannabis, its business model is dependent on the regulations governing both the medicinal and the recreational cannabis markets. As such, regulatory risk exists, and Lift & Co.'s management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the anticipated results contained in any forward-looking statements.

User Data Regulations

Lift & Co. requires its users to register on the Lift & Co. platform prior to accessing its products or services, or certain features of its products or services and its incentive platform, and Lift & Co. may be subject to increased legislation and regulations on the collection, storage, retention, transmission and use of user-data that is collected through its own website and which in the future may be collected through third party sources, including social media channels.

Dependence on Key Personnel

The Company's success depends to a significant extent on the abilities and efforts of its senior management and technical personnel. The loss of, or inability to identify, attract, hire, retain, and motivate highly skilled management, technical, sales and marketing, corporate development and other key personnel could have a material effect on Lift & Co.'s business.

User Data Protection

Lift & Co's efforts to protect the personal information of its users may be unsuccessful due to the actions of third parties, software bugs or technical malfunctions, employee error or malfeasance, or other factors. In addition, third parties may attempt to fraudulently induce employees or users to disclose information in order to gain access to the Company's data or its users' data. If any of these events occur, users' information could be accessed or disclosed improperly. Any incidents involving the unauthorized access to or improper use of the information of users or incidents involving violation of Lift & Co.'s terms of service or policies could damage the company's reputation and the "Lift & Co." brand and diminish its competitive position. In addition, the affected users or governmental authorities could initiate legal or regulatory action against Lift & Co. in connection with such incidents, which could cause the Company to incur significant expense and liability or result in orders or consent decrees forcing Lift & Co. to modify its business practices and remediate the effects of any such incidents of unauthorized access or use. Any of these events could have a material adverse effect on Lift & Co.'s prospects, business, financial condition or results of operations.

Competition for User Engagement

Lift & Co. competes against other companies to attract and engage permitted consumers and licensed producers, including companies which may have greater financial resources and substantially larger permitted consumer bases. As a result, its competitors may acquire and engage potential permitted consumers and enter into arrangements with licensed producers at the expense of the growth or engagement of the Company's permitted consumer base and arrangements with licensed producers, which would negatively affect its business. Lift & Co. believes that its ability to compete effectively for permitted consumers and licensed producers depends upon many factors, both within and beyond its control, including:

- The popularity, usefulness, ease of use, performance and reliability of its products and services compared to those of its competitors;
- the popularity of its events and conferences compared to those of its competitors;
- the timing and market acceptance of its products and services;
- its marketing and selling efforts, and those of its competitors;
- the pricing for its products and services relative to the products and services of its competitors;
- the return that the Company's partners and users receive from its products and services, and those of its competitors;
- the Company's reputation and the brand strength relative to its competitors;
- the Company's ability, and the ability of its competitors, to develop new products and services and enhancements to existing products and services;
- the Company's ability to successfully expand into international markets and the adoption of its products and services in those markets;
- the Company's ability to establish and maintain relationships with platform partners that integrate with the Lift platform;
- the Company's ability to attract, retain and motivate talented employees, particularly engineers, designers and product and service managers; and
- acquisitions or consolidation within the Company's industry, which may result in more formidable competitors.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make judgments, assumptions and estimates that affect the reported amounts of revenues and expenses, the carrying amounts of assets and liabilities and disclosures regarding contingent assets and liabilities. The following describes critical accounting estimates management used in preparing the consolidated financial statements:

Fair value of financial instruments – The individual fair values attributed to the different components of a financing transaction are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of their issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

Convertible instruments – Convertible debentures are compound financial instruments which are accounted for separately by their components: derivative liabilities and a financial liability. The identification of convertible debenture components is based on interpretations of the substance of the contractual arrangement and therefore requires judgement from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component. The determination of the fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount rates and the presence of any derivative liabilities.

Impairment of trade and other receivables – An allowance for lifetime expected credit losses is established based on a provision matrix. Management regularly analyzes its approach and exposure to credit loss based on an analysis of all relevant current information as well as historical trends.

Depreciation and impairment of property and equipment – Estimates of useful lives for depreciation is based on management's judgment of the expected productive lives and planned uses for each respective asset. Property and equipment is assessed for impairment when events or changes in circumstances indicate that the Company may not be able to recover its carrying value.

Provisions – Estimates of expected settlements arising from matters involving litigation are based on information provided by legal counsel. The liability related to the Company's points reward program is estimated based on the redemption value of the points and the expected redemption rate based on historical information.

Share-based compensation – The fair value of share-based compensation expenses are estimated using the Black-Scholes option pricing model and rely on a number of estimates, such as the expected life of the option, the volatility of the underlying share price of similar companies and the risk free rate of return.

Taxes – Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.