MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

For the three months ended September 30, 2021

November 29, 2021

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The following Management's Discussion and Analysis ("MD&A") is intended to assist the reader to assess material changes in financial condition and results of operations of Choom Holding Inc. (the "Company" or "Choom") for the three months ended September 30, 2021 and for the comparative three months ended September 30, 2020. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended June 30, 2021 and the unaudited condensed consolidated interim financial statements of the Company for the three months ended September 30, 2021 and the related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. For further information on the Company, reference should be made to its public filings on SEDAR at https://www.sedar.com/.

This MD&A is prepared by management and approved by the Board of Directors as of November 29, 2021. This discussion covers the three months ("Q1 2022" or the "Quarter") ended September 30, 2021 and the subsequent period up to the date of issuance of the MD&A. Certain prior period amounts have been reclassified to conform with the current period's presentation. Choom's financial information throughout this MD&A is presented in Canadian dollars, the functional currency of the Company, therefore all dollar amounts are in Canadian ("CAD") dollars, except where otherwise noted. Throughout the report we refer to Choom Holdings Inc. as the "Company", "we", "us", "our" or "its". All these terms are used in respect of Choom Holdings Inc.

Cautionary Statement on Forward-Looking Information

This report contains certain statements, which may constitute "forward-looking information" within the meaning of Canadian securities law requirements ("forward-looking statements"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect Company management's expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Company provides 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. Accordingly, readers should not place undue reliance on forward-looking statements.

Certain forward-looking statements in this MD&A may include, but are not limited to the following:

- the Company's retail strategies and objectives, both generally and in respect of its existing business and planned business operations,
- the competitive conditions of the cannabis industry,
- the expected growth of retail cannabis sales by the Company in the recreational market,
- conditions in the financial markets generally, and with respect to the prospects for Canadian retail cannabis companies specifically,
- the expected demand for the Company's services and products,
- whether the Company will have sufficient working capital and its ability to raise additional funding required in order to develop its retail business strategy and continue operations,
- future legislative and regulatory developments involving recreational cannabis,
- capital costs for the acquisition and development of its current and proposed retail opportunities, and
- the grant and the impact of any license or supplemental license to conduct activities with cannabis or any amendments thereto.

The above and other aspects of the Company's anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such forward-looking statements are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements. Such factors include but are not limited to the Company's ability to become a retail cannabis licensee in the jurisdictions it has made applications in, the Company's ability to obtain the necessary financing and the general impact of financial market conditions, the success of the Company's current and future development efforts, changes in prices of required commodities, competition, government regulations and other risks as set out under "Risk Factors" section as well as those detailed from time to time in the Company's interim and annual consolidated financial statements, management's discussion and analysis, and annual information form which are filed and available for review under the Company's profile on SEDAR at https://www.sedar.com/.

Business Overview

Operations description

Choom is a fast-expanding retail cannabis Company that has established an extensive store network across Canada. Choom is focused on delivering quality cannabis through elevated service. The Choom brand is inspired by Hawaii's "Choom Gang" - a group of friends in Honolulu during the 1970s who loved to have fun and smoke weed - or as the locals called it, "Choom". Evoking the spirit of the original Choom Gang, our brand caters to the Canadian market with the ethos of 'cultivating good times'.

Choom's vision is to be the industry leader in cannabis retail, focusing on an elevated consumer experience. The Company's business strategy is to build one of Canada's premier retail cannabis chains, with locations across Canada in the provinces that allow for private retailers.

Choom's common shares trade under the symbol "CHOO" on the Canadian Stock Exchange ("CSE") and under the symbol "CHOOF" on the OTC Markets in Canada.

At the date of this report, Choom had the following open store locations across Canada:

Province	Licenses	Stores in Operation	Licenses Pending
Alberta	15	12	-
British Columbia	2	2	2
Ontario	3	3	1
Total	**20**	**17**	**3**

Highlights for the three months ended September 30, 2021

Q1 2022 vs Q4 2021 Financial Highlights:

	Q1 2022	Q4 2021	$ Change	% Change
Revenue	$ **4,840,757**	$ 4,880,919	(40,162)	-0.82%
Gross margin	**1,799,443**	1,871,824	(72,381)	-3.87%
General and administrative	**861,609**	1,172,057	(310,448)	-26.49%
Salary and wages	**1,298,352**	1,119,806	178,546	15.94%
Adjusted EBITDA	**(360,518)**	(420,039)	59,521	14.17%
Net income/(loss)	**5,068,750**	(11,595,682)	16,664,432	143.71%

Q1 2022 vs Q1 2021 Financial Highlights:

	Q1 2022	Q1 2021	$ Change	% Change
Revenue	$ **4,840,757**	$ 5,985,415	(1,144,658)	-19.12%
Gross margin	**1,799,443**	2,122,076	(322,633)	-15.20%
General and administrative	**861,609**	1,013,832	(152,223)	-15.01%
Salary and wages	**1,298,352**	1,068,327	230,025	21.53%
Adjusted EBITDA	**(360,518)**	39,917	(400,435)	1003.17%
Net income/(loss)	**5,068,750**	(2,979,140)	8,047,890	270.14%

Operational Highlights

- Revenue results varied by province
  - There was significant growth in British Columbia with revenue increasing over 200% from Q1 2021.
  - The Ontario and Alberta markets continue to feel pressure from the increase of new cannabis retail licenses granted by the provinces as well as the expansion of discount players.
- Choom's customer NPS score for the quarter was 99.7%.
- In Q1, the concurrent financing and restructuring was completed, significantly improving Choom's balance sheet and reducing total liabilities by $14.02M.
- Margins increased by 1.72% over Q1 2021 with the continued investment in emerging categories. Choom's product strategy is to win in the more margin accretive 2.0 categories. Margins decreased slightly from Q4 to Q1, as a result of some strategic price reductions to clear out low performing SKUs.
- Choom continues to further develop Choom.ca into a prominent digital platform within the retail cannabis landscape. Choom continues to execute on its one-site, one-sound message across the website and stores, further integrating marketing, product and operations.
- Choom opened the Toronto Liberty Village location during the quarter.
- Subsequent to the quarter, Choom opened the Hamilton location.

Prospectus Offering and Debt Restructuring

On July 8, 2021, Choom completed a restructuring (the "Debt Restructuring") of approximately $25.9 million of outstanding debt, including approximately $21.8 million owing to Aurora Cannabis Inc. ("Aurora"). As a result of the Debt Restructuring:

- the Company's debt to Aurora has been reduced from $20.0 to $6.0 million and will mature on December 23, 2024, and
- the maturity date of the convertible debentures issued in December 2019 in the aggregate principal amount of $4.1 million was extended to December 23, 2024.

Additionally, Choom completed a public offering (the "Offering") and issued 43,750,000 units for gross proceeds of $3.5 million. These two concurrent events have significantly improved the Company's working capital and balance sheet.

Refer to "*Financial Condition, Liquidity, and Capital Resources*" section of this MD&A for a detailed discussion on both transactions.

Settlement of Debt Obligations

On August 11, 2021, the Company entered into a settlement agreement with a debtholder to settle debt obligations in the aggregate amount of $0.55 million in consideration of: (i) the issuance of 3,174,603 common shares of the Company, and (ii) the extinguishment of an aggregate of up to $0.9 million owed to the Company by the debtholder. As a result of this settlement, in the three months ended September 30, 2021, the Company extinguished $0.5 million of the short-term promissory notes receivable.

On September 23, 2021, the Company issued 3,076,923 common shares, fair valued at $200,000, to pay for services rendered to the Company in the three months ended September 30, 2021.

On October 29, 2021, the Company settled a debt obligation of $26,000 by issuing 400,000 common shares of the Company.

Property

In the three months ended September 30, 2021, the Company secured a new three-year lease agreement for retail space in the province of British Columbia, Canada and recognized $0.7 million in right-of-use asset and $0.2 million in related lease liability.

Managing COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, retail store closures, self-imposed quarantine periods and physical distancing, have caused material disruptions to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Choom continues to maintain business continuity during the COVID-19 pandemic and takes its cues from the government and public health officials to keep employees and customers safe and healthy. During the pandemic, enhanced store procedures including safety shields, more frequent cleaning, curbside pickup of product and delivery services, where permissible, were enacted.

Choom experienced a decrease in sales in the three months ended September 30, 2021 compared to the prior period due to various factors, including among other things, effect of COVID-19 pandemic on the Company's operations. It is not possible to reliably measure or quantify the impact COVID-19 has had on the financial results of the Company. If the COVID-19 pandemic continues for an extended period, it may materially adversely impact business operations and, consequently, future financial results.

Results of Operations

At September 30, 2021, Choom had the following open store locations across Canada:

Province	Licenses	Stores in Operation	Licenses Pending
Alberta	15	12	0
British Columbia	2	2	2
Ontario	3	2	1
Total	**20**	**16**	**3**

Q1 2022 Financial Performance Highlights

The following table presents the condensed consolidated interim financial information for the periods indicated. The summary interim financial information for the three months ended September 30, 2021 and 2020 have been derived from the condensed consolidated interim financial statements, prepared in accordance with IFRS.

	Three Months Ended September 30,				
	2021	% of Sales	**2020**	% of Sales	**$ Change**
Revenue	$ **4,840,757**		$ 5,985,415		$ (1,144,658)
Cost of sales	**(3,041,314)**		(3,863,339)		822,025
Gross profit	**1,799,443**	37.17%	2,122,076	35.45%	(322,633)
Expenses					
General and administrative	$ **861,609**	17.80%	$ 1,013,832	16.94%	$ (152,223)
Salary, wages, benefits	**1,298,352**	26.82%	1,068,327	17.85%	230,025
Depreciation and amortization	**918,492**	18.97%	577,019	9.64%	341,473
Share-based payments	**315,126**	6.51%	118,762	1.98%	196,364
Operating expenses	**(3,393,579)**		(2,777,940)		(615,639)
Loss from operations	**(1,594,136)**		(655,864)		(938,272)
Other items					
Financing costs	**(631,009)**	-13.04%	(1,059,047)	-17.69%	428,038
Gain on extinguishment of debt	**7,044,619**	145.53%	-	0.00%	7,044,619
Other income and expenses	**(274,194)**	-5.66%	(201,882)	-3.37%	(72,312)
Income/(loss) before income tax	**4,545,280**		(1,916,793)		6,462,073
Current income tax expense	**(2,074)**		-		(2,074)
Deferred income tax recovery	**560,082**		-		560,082
Income/(loss) from continuing operations	**5,103,288**		(1,916,793)		7,020,081
Loss from discontinued operations	**(34,538)**		(1,062,347)		1,027,809
Net income/(loss) for the period	**5,068,750**		(2,979,140)		8,047,890
Other comprehensive income/(loss)	**(1,839)**		1,678		(3,517)
Net comprehensive income/(loss)	$ **5,066,911**		$ (2,977,462)		$ 8,044,373
Net income/(loss) per share, basic and diluted					
Continuing operations	$ **0.01**		$ (0.01)		$ 0.02
Discontinued operations	$ **(0.00)**		$ (0.01)		$ 0.01

Non-IFRS Financial Measures

Adjusted EBITDA is a non-IFRS metric used by management and does not have any standardized meaning prescribed by IFRS. The metric may not be comparable to similar measures presented by other companies. Management defines Adjusted EBITDA as the income (loss) for the period, as reported, before interest, tax, depreciation and amortization, share-based payments, interest income, rental income, gains and losses, fair value adjustments on marketable securities, impairment, termination costs, debt extinguishments, discontinued operations and other non-recurring income and expenses. Management believes Adjusted EBITDA is a useful financial metric to assess its operating performance.

	Three Months Ended September 30,	
Non-IFRS Financial Measures	**2021**	**2020**
Net income/(loss) for the period - as reported	**5,068,750**	(2,979,140)
Current income tax expense	**2,074**	-
Deferred income tax recovery	**(560,082)**	-
Depreciation and amortization	**918,492**	577,019
Financing costs	**631,009**	1,059,047
Loss from discontinued operations	**34,538**	1,062,347
Share-based payments	**315,126**	118,762
Gain on extinguishment of debt	**(7,044,619)**	-
Other income and expenses	**274,194**	201,882
Adjusted EBITDA	**(360,518)**	39,917

Revenue

Revenue for the three months ended September 30, 2021 was $4.84 million representing a decrease of $1.14 million or 19.12% over revenue in the comparative period. Revenue results varied by province. There was significant growth in British Columbia with revenue increasing by over 200% from Q1 2021. The Ontario and Alberta markets continue to feel pressure from the increase of new cannabis retail licenses granted by the provinces as well as the expansion of discount players contributing to the overall decrease in sales from Q1 2021.

Gross Profit

Gross profit for the three months ended September 30, 2021 was $1.80 million or 37.17%, compared to $2.12 million or 35.45% in Q1 2021. The decrease in gross profit was directly attributable to the decrease in revenue. The increase in margin can be attributed to the Company's initiative to curate its product offering to maximize margins.

Salary, Wages and Benefits

Salary, wages, and benefits for the three months ended September 30, 2021, were $1.30 million, a $0.23 million or 21.53% increase from the prior period comparative. The increase was the direct result of the Company's continuous expansion of its business as well as additional talent hired at store support center to support growth of the retail operations.

General and Administrative Expenses

		Three Months Ended September 30,				
		2021	**% of Sales**		**2020**	**% of Sales**
Revenue	$	**4,840,757**		$	5,985,415	
General and Administrative Expenses:						
Accounting and legal	$	**98,739**	**2.04%**	$	181,128	3.03%
Business licenses and permits		**30,247**	**0.62%**		10,481	0.18%
Consulting		**169,713**	**3.51%**		171,170	2.86%
Insurance		**178,308**	**3.68%**		122,167	2.04%
Interest and service charges		**78,140**	**1.61%**		76,186	1.27%
Office and administration fees		**120,766**	**2.49%**		121,095	2.02%
Rent, utilities & security, net of rent received		**33,875**	**0.70%**		131,463	2.20%
Travel		**29,707**	**0.61%**		26,268	0.44%
Marketing		**88,926**	**1.84%**		98,348	1.64%
Other		**33,188**	**0.69%**		75,526	1.26%
Total administrative and general expenses	$	**861,609**	**17.80%**	$	1,013,832	16.94%

Over the past year, the Company has been focused on optimizing its existing business and rightsizing its expenditures. The Company decreased its general and administrative spend by $0.2 million period over period. The material changes in general and administrative expenditures in the three months ended September 30, 2021 and 2020 were:

Accounting and legal: In Q1 2021 the Company acquired Phivida and was in the process of divesting its Patient Counselling segment of the business, which resulted in increased accounting and legal fees in the comparative period. In Q1 2022, the Company continues to optimize and right size its expenditures, however legal and accounting fees associated with the Offering and Debt Restructuring transactions resulted in higher than anticipated spend in the three months ended September 30, 2021.

Insurance: Insurance premiums increased with operational activity and the opening of cannabis retail stores. Additionally, premiums related to directors' and officers' liability insurance increased period over period.

Office and administration fees: These costs are associated with corporate office and retail stores expenses, courier and postage costs, and IT software licensing and maintenance fees. Despite the retail business growth and increase in headcount period over period, office and administration fees remained relatively consistent, which is reflective of Choom's efforts to optimize its operating expenditures.

Rent, utilities & security, net of rent received: Q1 2021 expenses were high due the Company's spend on repairs and maintenance of a non-operating real estate property prior to its disposal in the three months ended September 30, 2020. In Q1 2022, the expenditures were predominantly lease related costs, utilities and security related to operational activity and the opening of additional cannabis retail stores.

Selected Financial Position Information

		September 30, 2021		June 30, 2021	$ Change	% Change
Total assets	$	**25,747,445**	$	26,206,266	(458,821)	-1.75%
Total non-current assets		**23,760,134**		23,914,904	(154,770)	-0.65%
Total liabilities		**(23,347,180)**		(37,362,621)	14,015,441	37.51%
Total non-current liabilities		**(19,426,396)**		(24,975,743)	5,382,929	21.55%

As at September 30, 2021, the Company had total assets of $25.7 million, a decrease of $0.5 million compared to $26.2 million as at June 30, 2021. The decrease in the period was primarily due to the settlement agreement completed on August 11, 2021, whereby the Company settled certain debt obligations by issuing 3,174,603 common shares of the Company and extinguished approximately $0.5 million in obligations pursuant to the promissory notes receivable agreements.

As at September 30, 2021, the Company had total liabilities of $23.3 million, a decrease of $14.0 million compared to $37.4 million at the end of June 30, 2021. The decrease is the result of the restructuring of the Company's debt obligations and concurrent financing.

Summary of Quarterly Results

	Fiscal Quarter Ended			
	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
Total revenue[1]	4,840,757	4,880,919	5,104,476	6,077,523
Income/(loss) from continuing operations[1]	5,103,288	(11,579,580)	(3,638,995)	(3,080,089)
Adjusted EBITDA	(360,518)	(420,039)	46,706	176,515
Income/(loss) per share - continuing operations, basic and diluted	0.01	(0.04)	(0.01)	(0.01)

	Fiscal Quarter Ended			
	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
Total revenue[1]	6,121,238	4,078,108	2,191,083	1,487,344
Loss from continuing operations[1]	(2,953,614)	(5,995,335)	(3,938,314)	(7,352,941)
Adjusted EBITDA	39,917	(725,382)	(1,587,652)	(1,833,724)
Loss per share - continuing operations, basic and diluted	(0.01)	(0.02)	(0.02)	(0.04)

[1]Total revenue and loss from continuing operations for the four quarters beginning December 31, 2019 through September 30, 2020 include Medical Clinics operations, which have been discontinued in the period ended December 31, 2020.

In Q1 2022, Choom reported net income of $5.10 million. This was the direct result of the Debt Restructuring transaction, which has significantly improved the Company's working capital and resulted in a $7.04 million gain on the extinguishment of debt. Choom has incurred operating losses over the last seven quarters as it continues to grow its operations and execute its long-term business strategy to build one of Canada's premier retail cannabis chains.

Results have varied between these fiscal quarters principally because of the following:

- The evolution of the legalization of the adult-use cannabis market,
- Restructuring costs due to the Company's focus shift to retail operations,
- A number of strategic acquisitions and restructuring transactions,
- Increased salaries and wages explained by the Company's rapid growth,
- Increased financing cost as the Company entered into more lease agreements to secure prime retail locations,
- Impairment charges, and
- Increased debt and financing costs to provide for immediate cash flows and support the expansion of the Company's retail operations.

Financial Condition, Liquidity, and Capital Resources

		September 30, 2021		June 30, 2021	$ Change	% Change
Current assets	$	1,987,311	$	2,291,362	(304,051)	-13.27%
Current liabilities		(3,920,784)		(12,386,878)	8,632,512	69.69%
Working capital		(1,933,473)		(10,095,516)	8,328,461	82.50%
Long-term notes payable		(1,250,000)		(1,250,000)	-	0.00%
Long-term convertible debentures		(8,204,618)		(15,871,343)	7,666,725	48.31%

Key changes to the Company's financial condition during the three months ended September 30, 2021, included a net increase in working capital of $8.3 million. The significant change and improvement of the Company's working capital was the direct result of the following events:

- Net proceeds of $3.2 million received from the Offering transaction,
- Restructuring of approximately $25.9 million of the Company's debt obligations, which resulted in extinguishment of approximately $2.2 million in interest payable and the reclassification of $3.91 million of debt from short-term to a long-term liability, and
- Settlement of approximately $0.9 million of the Company's short-term obligations.

Prospectus Offering

On July 8, 2021, in accordance with the terms of an agency agreement dated June 28, 2021, among the Company, Canaccord Genuity Corp. (the "Lead Agent") and Leede Jones Gable Inc. (together with the Lead Agent, the "Agents"), the Company issued 43,750,000 Units at a price of $0.08 per Unit ("Offering Price"), for gross proceeds of $3.5 million. Each Unit consists of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional Common Share at a price of $0.12 per Common Share until July 8, 2024.

In connection with the Offering, the Company has paid the Agents a cash fee of $0.4 million and issued the Agents compensation options (the "Compensation Options") exercisable at any time until July 8, 2024 to purchase up to 2,406,250 compensation option units (the "Compensation Option Units") of the Company at the Offering Price. Each Compensation Option Unit will be comprised of one Common Share and one-half of one Common Share purchase warrant ("Compensation Option Warrant"). Each Compensation Option Warrant will entitle the holder to acquire one Common Share at a price of $0.12 per Common Share until July 8, 2024. In addition, the Company has issued the Lead Agent an aggregate of 1,312,500 Units in satisfaction of a corporate finance fee.

The net proceeds of the Offering are currently being used by the Company to operate and construct retail locations to sell cannabis and cannabis related products and for other general corporate and working capital purposes.

Debt Restructuring

Immediately following the closing of the Offering (the "Effective Date"), Choom completed the Debt Restructuring whereby Aurora agreed to extinguish the principal of $20 million and interest accrued of approximately $2.2 million owed to Aurora in consideration of, among other things, the following:

- Aurora converted approximately $5.2 million of indebtedness owed to it into 79,754,843 Common Shares, such that following closing of the Debt Restructuring, Aurora owned approximately 19.9% of the Company's issued and outstanding Common Shares on a post-Offering basis,
- the Company issued to Aurora a convertible debenture in the aggregate principal amount of $6.0 million (the "Aurora 2021 Debenture") maturing on December 23, 2024,
- Aurora and Choom entered into a debt restructuring fee agreement, whereby Aurora will be paid a restructuring fee ("Restructuring Fee") equal to 1.25% of all revenue (net of applicable sales taxes) received by the Company from the sale of products at the Company's retail locations. The Company has the option, exercisable at any time after May 2026 to purchase the restructuring fee for a cash amount equal to six times the preceding twelve-month Restructuring Fee. The Parties also agreed to negotiate terms of a services agreement (the "Services Agreement") with a view to enter into the Services Agreement by no later than 90 days following the Debt Restructuring ("Services Agreement Deadline"). The Restructuring Fee will increase by 2% beginning on the date immediately following the Services Agreement Deadline and continue to increase 0.5% upon elapse of each 30-day period up to a maximum of 5%. The Services Agreement Deadline was subsequently revised to 180 days following the Debt Restructuring,
- Aurora and Choom entered into an amended and restated investor rights agreement dated the Effective Date (the "Investor Rights Agreement") and pursuant to which, among other things, Aurora has the right to nominate up to two nominees to serve as directors of the Company and to participate in future of securities offerings undertaken by the Company in order to maintain its pro-rata ownership of the Company, all in accordance with the terms of the Investor Rights Agreement, and
- Amended the terms of the Company's convertible debentures issued in December 2019 in the aggregate principal amount of $4.1 million to provide, among other things, that the maturity date of the 2019 Debentures be extended to December 23, 2024. The Company has also extended the expiry date of the Common Share purchase warrants issued in connection with the 2019 Debentures from December 23, 2023, to December 23, 2024.

The proceeds from recent financings have been allocated for general corporate purposes, acquisitions and costs incurred to secure retail sites and leasehold improvements and equipment.

Additional funds will be required for the further development of the Company's retail cannabis buildout strategy and to meet its debt obligations as outlined in this MD&A. The Company's future financing efforts may be affected by the volatility in market conditions and the current COVID-19 pandemic. The ability to expand the Company's operations will be reliant on, but not limited to, securing the necessary retail real estate locations, securing the necessary capital to build out its target retail spaces, and the ability to generate positive operating cash flow to meet its growth objectives and general working capital requirements.

The Company will continue to have to rely on equity and/or debt financings until such time as it has achieved profitability to meet its development objectives over the next six to twelve months as well as meet its working capital requirements. The Company, upon approval from its Board of Directors, intends to balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. To maintain its capital structure the Company may, from time to time, issue equity or debt, repay debt or sell assets.

Cash Flow Statement

	Three months ended September 30,			
Cash provided by/(used in):	**2021**	**2020**	**$ Change**	**% Change**
Operations prior to changes in working capital	**$ (839,878)**	$ (119,075)	(720,803)	-605.34%
Changes in non-cash working capital	**(897,010)**	(1,018,926)	121,916	11.97%
Discontinued operations	**318**	(23,374)	23,692	101.36%
Operating activities	**(1,736,570)**	(1,161,375)	(575,195)	-49.53%
Investing activities	**(466,918)**	1,884,641	(2,351,559)	-124.77%
Financing activities	**2,474,855**	(361,547)	2,836,402	784.52%
Increase in cash	**$ 271,367**	$ 361,719	(90,352)	-24.98%

For the period ended September 30, 2021, cash used in operating activities was $1.74 million (Q1 2021 - $1.16 million) – an increase of 49.53% compared to the prior period, and cash used in operating activities before changes in non-cash working capital was $0.84 million (Q1 2021 - $0.12 million).

Operating Activities

For the three months ended September 30, 2021, operating activities were affected by the net change in non-cash working capital of $0.90 million due to:

- A decrease in trade and other receivables of $0.1 million due to the timing of sales deposit receipts,
- A decrease in trade and other payables of $0.9 million due to the settlement of various short-term obligations and timing of trade and interest payments, and
- An increase in inventory of $0.08 million due to the investment in two new locations opening in Ontario.

Investing Activities

In the three months ended September 30, 2021, the Company used $0.5 million of cash to acquire property and equipment, intangible assets, and deposits for right-of-use assets.

Financing Activities

For the period ended September 30, 2021, cash provided by financing activities was $2.47 million. During the three months ended, the Company completed the public placement for the net proceeds of $3.15 million. The Company used $0.37 million to make capital lease payments for its various retail store locations across Canada and $0.3 million to pay interest accrued on the notes payable and convertible debentures prior to the Debt Restructuring.

Commitments and Contractual Obligations

Leases

To support the Company's business growth strategy, Choom has entered into arrangements for office and retail spaces. Minimum lease payments in relation to these commitments are payable as follows:

	September 30, 2021	June 30, 2021
Not later than 1 year	**$ 2,301,952**	$ 2,242,435
Later than 1 year and not later than 5 years	**6,158,920**	6,251,330
Later than 5 years and not later than 10 years	**3,713,739**	3,996,975
Total lease commitments	**$ 12,174,611**	$ 12,490,740

Related Party Transactions

Compensation for key management and personnel, including Company officers, directors, and private companies controlled by officers and directors, was as follows:

	Three months ended September 30,			
		2021		2020
Consulting fees	$	**66,095**	$	102,200
Administration		**-**		37,548
Wages		**236,000**		45,377
Share-based payments		**202,490**		82,999
Total compensation	$	**504,585**	$	268,124

Included in trade and other payables are amounts due to current and former officers, directors, and related parties for fees and expenses of $130,876 (June 30, 2021 – $362,553). During the three months ended September 30, 2021 the Company repaid $250,000 of non-interest bearing short-term borrowings that were included in amounts due to related parties as at June 30, 2021.

In the three months ended September 30, 2021, the Company declared a grant of $100,000 performance bonus payable to a related party. As at September 30, 2021, the full balance remains outstanding and is included in trade and other payables.

On August 9, 2021, the Company granted 8,125,000 stock options and 750,000 RSUs to related parties of the Company. The stock options have an exercise price of $0.065 per share, are exercisable until August 9, 2026.

Off Balance-Sheet Arrangements

The Company has no off balance-sheet arrangements.

Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value. At the date of this report, 456,973,142 common shares were issued and outstanding.

As at September 30, 2021, and as at the date of this report, the Company had the following options, warrants, RSU's and convertible securities outstanding which are exercisable for Common Shares:

	September 30 and November 29, 2021	
Securities Outstanding	**Number of Securities**	**Weighted Average Exercise/Conversion Price**
December 2021 Debenture	$4.1 M principal amount	$0.15
Aurora Debenture	$6.0 M principal amount	$0.10
Stock Options	26,589,400	$0.12
Warrants	65,116,291	$0.15
Restricted Share Units	4,750,000	N/A
Compensation Options	2,406,250	$0.08[1]/$0.12[2]

(1) The holder of each Compensation Option is entitled to purchase one unit at an exercise price of $0.08. These units have the same terms as the Offering Units.

(2) Each whole Compensation Option Warrant is exercisable into one common share of the Company at an exercise price of $0.12.

Critical Accounting Estimates

The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make judgments in applying its accounting policies, estimates and assumptions about the future. These judgments, estimates and assumptions affect the reported amounts of assets, liabilities, revenues and other items in net operating earnings or loss and the related disclosure of contingent assets and liabilities included in the consolidated financial statements. The Company evaluates its estimates on an ongoing basis. The estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. A summary of the more significant judgments and estimates made by management in the preparation of its financial information is provided in Note 4 of the Annual Financial Statements for the fiscal year ended June 30, 2021.

Risk and Uncertainties

The following are the specific and general risks that could affect the Company and its business. Additional risks and uncertainties not presently known to the Company or that the Company does not currently anticipate will be material, may impair the Company's business operations and its operating results and as a result could materially impact its business, results of operations, prospects and financial condition. Readers should additionally refer to the risk factors set out in the Company's most recent Annual Information Form, which, together with the risk factors below, do not necessarily constitute an exhaustive list.

Significant Accounting Judgments, Estimates and Assumptions

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in income/loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

Asset Acquisitions Versus Business Combinations

Management had to apply judgment with respect to whether the acquisitions of Phivida, Niagara, and Clarity, were asset acquisitions or business combinations. The assessments required management to assess the inputs, processes, and outputs of the companies acquired at the time of acquisition. Acquisitions that do not meet the definition of a business combination are accounted for as asset acquisitions. Pursuant to the assessment, the Phivida Transaction and the Clarity Retail Acquisition were considered to be asset acquisitions and the Niagara Acquisition was considered to be a business combination.

Determination of Purchase Price Allocations

Estimates are made in determining the fair value of assets and liabilities, including the valuation of separately identifiable intangibles acquired as part of an acquisition. Management exercises judgment in estimating the probability and timing of when cash flows are expected to be achieved, which is used as the basis for estimating fair value. Future performance results that differ from management's estimates could result in changes to liabilities recorded, which are recorded as they arise through profit or loss. The fair value of identified intangible assets is determined using appropriate valuation techniques which are generally based on a forecast of the total expected future net cash flows of the acquiree. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied. Consideration paid for an asset acquisition is allocated to the individual identifiable assets acquired and liabilities assumed based on their relative fair values. Asset acquisitions do not give rise to goodwill.

Income Taxes

Deferred tax assets, including those arising from tax loss carry-forwards, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted.

Going Concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investment and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumptions will be inappropriate.

Convertible Debentures

The identification of convertible debenture components is based on interpretations of the substance of the contractual arrangement and therefore requires judgment 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 factors, and the presence of any derivative financial instruments.

Provision for Restructuring Fees

Significant estimates are required to estimate the provision for restructuring fees, including estimates of a market discount rate, projected sales revenue and growth rates.

Interest Rates

The Company estimates a market interest rate in determining the fair value of the liability component of its convertible debentures, the fair value of the notes receivable and the fair value of the right-of-use assets and lease liabilities, fair value of assets acquired, and recoverable value of cash-generating units. The determination of the market interest rate is subjective and could materially affect these fair value estimates.

Assets Held for Sale and Discontinued Operations

The Company uses its judgment to determine whether an asset or disposal group is available for immediate sale in its present condition and whether its sale is highly probable and therefore should be classified as held for sale at the consolidated statements of financial position date. The Company also uses its judgment to determine whether a component of the Company that either has been disposed of or is classified as held for sale meets the criteria of a discontinued operation. The key area that involves management judgment in this determination is whether the component represents a separate major line of business or geographical area of operation.

Valuation of Share-based Payments

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Impairment of Property and Equipment, Intangible Assets and Goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets to determine whether there is any indication that the carrying amount is not recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When an individual asset does not generate independent cash flows, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Judgement is required in assessing whether certain factors would be considered an indicator of impairment. The Company considers both external and internal sources of information in assessing whether there are any indications that CGUs are impaired, or reversal of impairment is needed. Factors considered include current and forecast economic conditions, internal projections and the Company's market capitalization relative to its net asset carrying amount.

Estimated Useful Lives and Depreciation/Amortization of Property and Equipment and Intangible Assets

Depreciation/amortization of property and equipment and intangible assets is dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Fair Value Measurements

Certain of the Company's assets such as share purchase options, share purchase warrants, compensation options, short-term investments, and investment are measured at fair value. The estimated fair value of financial assets, by their very nature, are subject to measurement uncertainty. The Company estimates fair value using valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Such valuation techniques include the market approach and the cost approach.

Recoverability of Trade and Accounts Receivable, Deposits, and Notes Receivable

Estimates and judgments are inherent in the on-going assessment of the recoverability of trade and accounts receivable, deposits, and notes receivable. The Company maintains an allowance for doubtful accounts to reflect expected credit losses. The Company is not able to predict changes in financial conditions of its customers and note holders and the Company's judgment related to the recoverability of trade and accounts receivable and notes receivable may be material.

Application of IFRS 16

The Company applies judgment in determining whether a contract contains an identified asset, whether the Company has the right to control the asset, and the lease term. Lease term reflects the period over which the lease payments are reasonably certain including renewal options that the Company is reasonably certain to exercise. The determination of lease terms involves significant judgment with respect to assumptions of whether lease extensions will be utilized. Management makes assumptions about long-term industry outlook and store operating performances and growth which relate to future events and circumstances. Actual results could vary from these assumptions, and the differences could be material to the carrying value of the lease liabilities and right-of-use assets, for which the lease term is the basis for determining useful life.

Provisions

Provisions are recognized when the Company has a present obligation, legal or constructive as a result of a previous event, if it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the obligation. The amount recognized is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligations. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate of the expected future cash flows.

Modification versus Extinguishment of Financial Liability

Judgment is required in applying IAS 32 Financial Instruments: Presentation and IFRS 9 Financial Instruments: Recognition and Measurement to determine whether the amended terms of the convertible debentures are a substantial modification of an existing financial liability and whether it should be accounted for as an extinguishment of the original convertible debenture.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets out are reviewed periodically by the Board of Directors if and when there are any changes or updates required. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices comprise two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include cash, accounts receivable, investments, deposits, debt and lease obligations.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances that bear interest at market rates. The Company's financial liabilities consist primarily of fixed rate debt. The Company's current policy is to invest excess cash in GICs or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy. Cash and GICs are subject to floating interest rates.

Foreign Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company is exposed to minimal currency risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counter party to a financial instrument fails to meet its contractual obligations.

The Company is primarily exposed to credit risk on its cash, short-term investments, trade and accounts receivable, and refundable deposits. Exposure to credit risk related to financial institutions and cash deposits is limited through maintaining cash and short-term investments with high-credit quality financial institutions and instruments.

Cash and trade and accounts receivable are also subject to the impairment requirements of IFRS 9. The carrying value of these financial assets represents the maximum exposure to credit risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short term business requirements after taking into account the Company's holdings of cash.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual capital expenditure budgets, which are regularly monitored and updated.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other payable, lease liabilities and option payment commitments.

Fair Value Hierarchy

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels in which to classify the inputs of valuation techniques used to measure fair values:

- Level 1 – quoted market prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices).
- Level 3 – inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

The carrying values of cash, short-term investments, trade and accounts receivable, trade and other payables and notes payable approximate fair value due to their short-term nature. The fair value of convertible debentures are determined using Level 2 inputs.

The fair value of convertible debentures is determined using discounted cash flows based on the expected amounts and timing of the cash flows discounted using a market rate of interest adjusted for appropriate credit risk.

There were no transfers between fair value levels during the year.

Other Requirements

Additional disclosure of the Company's material change reports, news release and other information can be obtained on SEDAR at https://www.sedar.com/.

Risk Factors

The following are certain factors relating to Choom's business which prospective investors should carefully consider before deciding whether to invest in Choom. For the purpose of this section, any reference to Choom's business and operations includes that of Choom and its subsidiaries.

The following information is a summary only of certain risk factors and must be read in conjunction with the detailed information appearing elsewhere in this MD&A. These risks and uncertainties are not the only ones Choom is facing. Additional risk and uncertainties not presently known to Choom, or that Choom currently deems immaterial, may also impair Choom's operations. If any such risks actually occur, the business, financial condition, liquidity and results of Choom's operations could be materially adversely affected. Readers should additionally refer to the risk factors set out in the Company's most recent Annual Information Form, which, together with the risk factors below, do not necessarily constitute an exhaustive list.

Risks of Retail Store Operations

Growth of the Company's retail network depends, among other things, on the Company's ability to secure desirable locations on terms acceptable to the Company. The Company faces competition for retail locations from its competitors and from operators of other businesses. The success of many retail locations is significantly influenced by location. There can be no assurance that the Company's retail locations will continue to be attractive, or that additional retail storefronts can be located and secured as demographic and traffic patterns change. Also, there is no guarantee that the property leases in respect of prospective retail locations can be established on terms acceptable to the Company, or at all, and that property leases in respect of existing retail locations will be renewed or that suitable alternative locations can be obtained. It is possible that the locations or economic conditions where retail locations are located could decline in the future, resulting in reduced sales in those locations. There is no assurance that future sites will produce the same results as past sites.

Additional Financing

Choom requires additional financing to meet its business objectives. Choom's ability to obtain additional financing, if and when required, will depend on investor demand, operating performance, the condition of the capital markets and other factors. If Choom raises additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences, or privileges senior to the rights of holders of the Common Shares, and existing holders of such shares may experience dilution.

Tax Consequences

The Clarity and Niagara acquisitions described herein, including but not limited to the acquisition, ownership and disposition of the Common Shares may have tax consequences in Canada, or elsewhere, depending on each particular existing or prospective shareholder's specific circumstances. Such tax consequences are not described herein, and disclosure is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Existing and prospective shareholders should consult their own tax advisors with respect to any such tax considerations.

Lease Risks

The retail store locations are primarily located on property that is not owned by Choom or its subsidiaries. Such property is subject to a long-term lease and similar arrangements in which the underlying land is owned by a third party and leased to Choom's subsidiaries. Under the terms of a typical lease, the lessee must pay rent for the use of the land and is generally responsible for all costs and expenses associated with the building and improvements. Unless the lease term is extended, the land, together with all improvements made, will revert to the owner of the land upon the expiration of the lease term. In addition, an event of default by Choom's subsidiaries under the terms of the lease could also result in a loss of the property should the default not be rectified in a reasonable period of time. The reversion or loss of such properties could have a material adverse effect on Choom and its subsidiaries' operations and results.

Holding Company Status

Choom is largely a holding company and essentially all of its operating assets are the capital stock of its subsidiaries. As a result, investors in Choom are subject to the risks attributable to its subsidiaries. As a holding company, Choom conducts substantially all of its business through its subsidiaries, which generate substantially all of its revenues. Consequently, Choom's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to Choom. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of Choom's subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to Choom.

Limited Operating History

Choom is subject to many of the risks common to early-stage enterprises, including limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that Choom will be successful in achieving a return on its shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

Management of Growth

Choom may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Choom to manage growth effectively will require continued implementation and improvement of its operational and financial systems and to expand, train and manage its employee base. The inability of Choom to deal with growth may have a material adverse effect on its business, financial condition, results of operations and prospects.

Reliance on Management

The success of Choom is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements and incentive programs are customarily used as primary methods of retaining the services of key employees, these agreements and incentive programs cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on Choom's business, operating results or financial condition.

Litigation

Choom may become party to litigation from time to time in the ordinary course of its business which could adversely affect its operations. Should any litigation in which Choom becomes involved be determined against it, such a decision may adversely affect Choom's ability to continue operating, adversely affect the market price of Common Shares and use significant resources. Even if Choom is involved in litigation and succeeds, litigation can redirect significant company resources. Litigation may also create a negative perception of Choom's brand.

Choom received a statement of claim in February 2020 brought by CFPM Management Services Ltd. The claim alleges a breach of contract by Choom pursuant to an agreement with CFPM. The claim was initiated in Alberta, which is the wrong forum under the CFPM agreement and Choom is seeking to have this claim stayed on that basis. Choom believes the claim is without merit.

Choom received a statement of claim on April 8, 2020 brought by Nissman Holdings Limited. The claim alleges Choom's wholly owned subsidiary 2660837 Ontario Ltd. ("2660837") did not enter into a lease agreement pursuant to an offer to lease regarding a commercial property located in Ottawa. Choom believes the claim is without merit and on September 23, 2020 Choom has filed its statement of defense.

Dividends

Choom's policy is to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in Choom's businesses. Therefore, Choom does not anticipate paying cash dividends on Common Shares in the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of the Board of Choom and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board of Choom may deem relevant. As a result, investors may not receive any return on investment in the Common Shares unless they sell them for a share price that is greater than that at which such investors purchased them.

Limited Market for Securities

There can be no assurance that an active and liquid market for the Common Shares will be maintained and an investor may find it difficult to resell any securities of Choom.

The size of Choom's target market is difficult to quantify, and investors will be reliant on their own estimates on the accuracy of market data.

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in Choom and, few, if any, established companies whose business model Choom can follow or upon whose success Choom can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in Choom. There can be no assurance that Choom's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. Choom regularly purchases and follows market research.

Liquidity Risk

Choom's ability to remain liquid over the long term depends on its ability to obtain additional financing. Choom has in place planning and budgeting processes to help determine the funds required to support normal operating requirements on an ongoing basis as well as its planned development and capital expenditures. Choom's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Conflicts of Interest

Choom may be subject to various potential conflicts of interest because some of their officers and directors may be engaged in a range of business activities. In addition, Choom's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to either company. In some cases, Choom's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to Choom's business and affairs and that could adversely affect Choom's operations. These business interests could require significant time and attention of Choom's executive officers and directors.

In addition, Choom may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time-to-time deal with persons, firms, institutions or Companies with which Choom may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of Choom. In addition, from time to time, these persons may be competing with Choom for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of Choom's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of Choom are required to act honestly, in good faith and in the best interests of their respective companies.

Regulatory Risks

The Company's business is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the operation of its business. The cannabis industry is a new industry, and the Company cannot predict the impact of the changes to the compliance regime. Similarly, the Company cannot predict the time required to secure all appropriate regulatory approvals for its business, or the extent of documentation that may be required by governmental authorities. The impact of cannabis regulatory compliance regime, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, products, and sales initiatives and could have a material adverse effect on the business, financial condition, and operating results of the Company.

The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties, or in restrictions on the Company's operations. In addition, changes in regulations, more vigorous enforcement thereof, or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs, or give rise to material liabilities, which could have a material adverse effect on the business, financial condition, and operating results of the Company.

Changes in government levies, including taxes, could reduce Choom's earnings and could make future capital investments or Choom's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

Government Regulations

The Company's operations are subject to governmental laws or regulations promulgated by various legislatures or governmental agencies from time to time. A breach of such legislation may result in imposition of fines and penalties. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all governmental laws and regulations. There can be no assurance, however, that all permits which the Company may require for its operations and activities will be obtainable on reasonable terms or on a timely basis or such laws and regulations would not have an adverse effect on the Company's business.

Competition

The impact of any developments in cannabis legislation and regulation may be negative for Choom and could result in increased levels of competition in its existing medical market and/or the entry of new competitors in the retail cannabis market in which Choom will operate.

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

Because of the early stage of the industry in which Choom operates, Choom expects to face additional competition from new entrants. To remain competitive, Choom will require a continued level of investment in research and development, marketing, sales and client support. Choom may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of Choom.

Operating Risk and Insurance Coverage

Choom has insurance to protect its assets, operations and employees. While Choom believes its insurance coverage addresses all material risks to which they are exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which Choom is exposed. However, Choom may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Losses from these events may cause Choom to incur significant costs that could have a material adverse effect upon Choom's financial performance and results of operations.

Choom could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against Choom. Choom is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to Choom that violates: (i) government regulations; or (ii) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for Choom to identify and deter misconduct by its employees and other third parties, and the precautions taken by Choom to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting Choom from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Choom, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on Choom's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Choom's operations, any of which could have a material adverse effect on Choom's business, financial condition and results of operations.

Choom will be reliant on information technology systems and may be subject to damaging cyber-attacks. Choom has entered into agreements with third parties for hardware, software, telecommunications and other information technology ("IT") services in connection with its operations. Choom's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. Choom's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact Choom's reputation and results of operations.

Choom has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that Choom will not incur such losses in the future. Choom's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, Choom may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Forecast Uncertainties

The Company will need to rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the retail cannabis industry in Canada. A failure in the demand for its business to materialize as a result of competition, technological change or other factors could have a material adverse effect on the proposed investments, business, results of operations, and financial condition of the Company.

Reputational Risk

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish, and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regard to the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all shareholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations, and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows, and growth prospects.

Cannabis Prices

The price of Choom's shares and its financial results may be significantly and adversely affected by a decline in the price of cannabis. The Company's profitability may be directly related to the price of cannabis. Choom's operating income may be sensitive to changes in the price of cannabis and the overall condition of the cannabis industry as its operating income will be derived from the sale of cannabis.