

good natured Products Inc.

Management Discussion & Analysis for the Three Months Ended March 31, 2018

The following management discussion and analysis (“MD&A”) of financial condition and results of operations of good natured Products Inc. (“*good natured*™”, “GDNP”, “the Company”, “management”, “we”, “us” or “our”) is prepared as at May 4, 2018 and should be read in conjunction with the Company’s unaudited consolidated condensed interim financial statements and accompanying notes for the three months ended March 31, 2018 and audited consolidated financial statements and accompanying notes for the ten months ended December 31, 2017 both of which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar figures in this MD&A are in Canadian dollars unless otherwise stated.

This MD&A is intended to help the reader understand *good natured*™, our operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain risks relating to the Company are set out explicitly in Appendix 1 of this MD&A. In addition, certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 2 of this MD&A.



company profile

With over 100 plant-based food packaging designs, 10 grades of bioplastic rollstock sheets, 30 home & business organizational products and a world class team of scientists, business builders and retailers, *good natured*[™] is producing and distributing one of North America's widest assortments of consumer products and packaging made from the highest possible percentage of renewable, plant-based materials with no BPAs, phthalates or other chemicals of concern.

Our *good natured*[™] customers include retailers, food producers, food packers, consumer product companies, restaurants and thermoforming companies within three key market segments – National, Regional and Small Business – all of which are supported by a combination of inside and outside sales teams.

Committed to doing what's right for the planet and right for business, *good natured*[™] is creating better *everyday products*[™] that combine cutting-edge bioplastic technology and the latest sustainable design features that not only look good, but maximize shelf space, drive incremental sales, enhance logistics and boost environmental benefits.

On October 31, 2017, the Company announced that it changed its name from Solegear Bioplastic Technologies Inc. to good natured Products Inc.

The Company is listed on the TSX Venture Exchange (“TSX-V”) under the symbol “GDNP”.

business overview

Macro Trends

Rapidly growing segments

Bioplastics is the fastest growing segment within the plastics industry. Compound annual growth rate ("CAGR") for the segment is estimated at up to 30%¹ (5 – 10x overall industry rate²). Grocery prepared foods have grown nearly 30% since 2008³, all of which require packaging to preserve freshness and protect during transport.

Fragmentation caused by rapid growth

Production capacity and range of bio-based ingredients are quickly increasing, leading to a rapid pursuit of channel development. The industry is characterized by multiple small entrants.

Increasing regulatory pressure

Government and corporate policies to protect human and environmental health create pressure to replace fossil fuel-based plastics. Bans on BPAs, phthalates and polystyrene are driving change in how everyday products are packaged and sold.

Consumer demand for better everyday products

All age groups, especially Millennials, are more aware of the potentially negative health impacts of chemicals found in plastics and increasingly expect brands & retailers to be more socially & environmentally responsible.

Traditional industrial business models are not designed to build brand, products and packaging that meet retailers' needs for unique new items and address consumer demand for healthier living.

¹ Global Bioplastics Market 2016-2020, Technavio, June 2016, https://www.technavio.com/report/global-bio-chemicals-and-bio-materials-bioplastics-market?utm_source=T3&utm_medium=BW&utm_campaign=Media

² Bioplastics and Biopolymers Market by Type, by Application, and by Geography - Global Forecast to 2021, GMI Research, June 2017, <https://www.gmiresearch.com/report/bioplactic-biopolymers-market.html>

³ A Generational Study: The Evolution of Eating, NPD, June 2016, <https://www.npd.com/latest-reports/fbc-consumption-evolution-of-eating/>

Market Strategy

good natured™’s go-to-market approach is centered around sourcing and developing proprietary plant-based materials and transforming them into a wide range of products within two key target markets:



packaging

The global “green” packaging market is projected to grow to **\$274.15 billion** by 2020, of which **54%** was food packaging in 2015.

Global Green Packaging Market 2017-2021, Reportlinker-Infiniti Research Limited, April 2017, Pack Expo, November 2016, PMMI Infographic,

home & business products

Home & business organization products is a **\$16 billion** market in the US alone, of which bins, baskets & totes represents \$5.6 billion.



Home Organization Market: Retail and Industry Trends and Analysis, March 2017

The Company’s product assortment of over 100 food packaging products and 30 home & business products has been categorized into **Business Groups** within each of the *good natured*™ target markets with the purpose of driving the optimal revenue and margin mix.

Market Positioning

good natured™ targets three **Market Segments** and tailors its product assortment and offerings accordingly:

- 1) National – customers with coast-to-coast operations in North America
- 2) Regional – customers with operations in multiple states or provinces
- 3) Small Business – customers with operations in one or multiple cities of a state or province.

The Company has over 70 national, regional and small business customers across 20 states and provinces.

		Business Groups								
		Packaging					Home/Business Organization Products			
Market Segments		Categories								
		Bakery	Ready Meals	Produce	Deli/Butcher	Dairy/Frozen	Roll Stock	Office	Home	Kitchen
National		●		●			●	●	●	
Regional		●	●	●			●	●	●	
Small Business		●	●					●		

Droplets represent Business Groups and Market Segments where the Company has active customers and product assortments.

Intellectual Property & Sourcing

The *good natured*™ product development (“R&D”) and sourcing teams look globally to find the latest and most advanced plant and bio-based materials. Using the principles of Green Chemistry, these ingredients are combined into unique formulations to meet specific plant-based percentage requirements, material performance requirements, and/or market pricing objectives for our products. The resulting formulations form composite intellectual property

and/or trade secrets that give the Company a unique competitive advantage. *good natured*[™] currently has four families of intellectual property that have been submitted for patents in multiple geographies.

The Company also partners with bio-refinery companies with proprietary plant-based materials. This is typically done through a supplier agreement where *good natured*[™] sources the material from the third-party and then either convert that material into finished packaging and/or use the material as a key ingredient in one its packages or products.

good natured[™] conducts all its product development activities through a collaboration process that subcontracts portions of the R&D to several leading Canadian research and development institutions. We also work closely with our supply chain partners leveraging their experience, labs and testing capacity. Through these collective relationships, the Company has developed wholly-owned, proprietary intellectual property and trade secrets, which have allowed *good natured*[™] to develop plant-based materials that deliver equal or greater performance relative to currently available petroleum-based plastics.

Business Model

good natured[™]'s business model has been designed to be “capital light” and enable the Company to develop a leading and highly scalable assortment of plant-based products that can be sold directly to our customers.

The Company's products, packaging and materials are developed and sourced without having to invest in capital equipment to produce them. This agile, collaborative approach to sourcing and manufacturing allows *good natured*[™] increased flexibility to bring industry-leading products and materials to its customers while, reducing time and costs for the Company's go-to-market strategy.

The *good natured*[™] team works directly with customers to provide products and packaging from within its existing product assortment or to design and deliver a customized solution. The Company then secures purchase orders directly from the customer and delivers orders through its outsourced supply

chain partner agreements or through the brand or retailer's preferred supply chain partners.

good natured[™] has developed key supply chain relationships for raw materials and has put outsourced supply chain agreements in place to reliably fulfill orders in North America. The Company's materials have been specifically designed to work with standard manufacturing equipment so that no investments in retooling are required, providing a capital efficient and scalable model for both supply chain partners and the Company.

Competitive Advantage

good natured[™] is well-positioned to compete in the high-growth bioplastics industry. Competitive advantages include:

- Leading assortment of plant-based packaging and products;
- segmented sales strategy by Business Groups and Market Verticals;
- unique ingredient sourcing agreements;
- proprietary patent-pending bioplastic formulations;
- trade secrets and know how;
- exclusive and highly scalable outsourced supply chain agreements;
- competitive product and packaging pricing;
- capital-light business model; and
- first to market positioning and commercial arrangements directly with retailers and major brands.

Growth Strategy

The Company is driving increased market share of its packaging and products through three growth levers:

- 1) **Organic Sales**, driven by a "land and expand" sales strategy that includes:
 - a. Acquiring new customers directly
 - b. Cross Selling additional packaging and products into existing customer base

- c. Product Line Extensions that extend the *good natured*TM product offering in each Business Group and/or create a new Business Group with a new collection of products, which are then sold into existing customer base
- 2) **Acquisitions**, focusing on existing businesses and/or books of business in which either petroleum-based plastic packaging or products can be reformulated, rebranded and re-launched into the market or the business has commercially ready bio-based products that can be scaled into the *good natured*TM business model and customer base.

The Company achieved revenues of \$2.48 million for the 10 months ended December 31, 2017. Un-audited revenues for the 12 months ended February 28, 2018 were \$3.13 million, an increase of 51% over the \$2.07 million in revenues in fiscal year (“FY”) 2017 (ending February 28, 2017).

Organic Sales

*good natured*TM's organic sales strategy is executed through 3 stages:

- 1) Building a sales funnel with new customers;
- 2) Cross selling additional products to existing customers and
- 3) Bringing new products to market with existing and new customers as well as entering new geographic areas.

The Company's current organic sales funnel includes over 70 existing customers and 100 new prospect customers. The Company's sales activities are focused on building multi-year recurring revenue streams with each of its existing customers.

The Company will continue to pursue acquisitions and other organic and strategic opportunities in calendar 2018 and beyond.

Acquisitions

Acquired Office Products Book of Business

On December 3, 2015, *good natured*TM finalized a Supplier and Exclusivity Agreement with Columbia Plastics Ltd. (“Columbia Plastics”) to acquire its TOPS Products Canada book of business for office products. The office products are now being made using *good natured*TM's proprietary plant-based bioplastic and achieved approximately 20,000 units of sales for *good natured*TM in the period ending December 31, 2017. As part of this agreement, *good natured*TM also acquired the exclusive right to produce and distribute these products in Canada and the United States.

Breakthrough Packaging Acquisitions

On May 26, 2016, *good natured*TM completed the acquisition of Ex-Tech Plastics Inc.'s (“Ex-Tech”) bioplastics division. Ex-Tech received 6,650,000 common shares of *good natured*TM, subject to a 24-month hold period, with a value of \$1,130,500 as consideration. *good natured*TM also pays Ex-Tech a variable outsourced supply chain and fulfillment fee for operational, marketing, production and back office services, which is directly tied to the Company's business volumes. Annualized sales are currently estimated at US\$2+ million. This opens up additional opportunities for FDA-approved, food safe thermoformed packaging. In addition, *good natured*TM will be Ex-Tech's exclusive supplier of bio-based materials and additives and Ex-Tech will be the Company's exclusive plastics extrusion service provider in North America.

*good natured*TM acquired the bioplastics division of LINDAR Packaging subject to the execution of an outsourcing supply chain and fulfillment agreement and TSX Venture Exchange approval, which was secured subsequent to year end. Effective January 1, 2017, *good natured*TM began receiving all bioplastic based packaging revenue of LINDAR. This acquisition continues to move *good natured*TM closer to the end user of bio-based packaging. LINDAR will receive 4,225,000 shares of *good natured*TM with a market value price of \$591,500. Annualized sales for the period ending December 31, 2017 were US\$1 million. LINDAR has been producing thermoformed packaging since 1993 and is a

recognized leader in packaging innovations, including single-serve and tamper evident food packaging.

Fiscal Quarter Achievements

- Achieved record quarterly revenue of \$1,118,487 for the three months ended March 31, 2018 as compared to \$690,081 for the three months ended February 28, 2017, an increase of 62%.
- Completed a private placement offering on February 28, 2018 for gross proceeds of \$5,049,000. The placement involved the issuance 5,049 units (“Units”), with each unit comprised of one \$1,000 principal amount unsecured 10% convertible debenture (each, a “Debenture”) of the Company due February 28, 2022 (the “Maturity Date”) and 1,500 common share purchase warrants (“Warrants”).
- **March 21, 2017:** Announced partnership with Fuud.ca, one of the fastest growing meal delivery services in British Columbia. Along with sustainability benefits, Fuud.ca’s switch to good natured™’s packaging innovative product design meant Fuud.ca could use less packaging and reduce packaging weight without compromising appearance.

results of operations

Effective in 2017, the Company changed its financial year-end from February 28 to December 31 to align with the financial reporting of most public issuers. The change in year-end resulted in the Company filing a one-time, ten-month transition year covering the period of March 1, 2017 to December 31, 2017. Subsequent to the transition year, the Company’s financial year will cover the period January 1 to December 31.

The information presented in these consolidated condensed interim financial statements includes the three months ending March 31, 2018 as compared to the three months ending February 28, 2017. As a result, the information contained in these consolidated condensed interim financial statements and management discussion and analysis may not be comparable to previously reported periods.

Revenue and Gross Profit

The following is a summary of the results of operations for three months ended March 31, 2018 compared to the three months ended February 28, 2017:

	Three months ended		Change	
	Mar. 2018	Feb. 2017	\$	%
Revenue:				
Product revenue	\$ 1,118,487	\$ 690,081	\$ 428,406	62
Cost of product	(747,654)	(489,272)	258,382	53
Gross profit	370,833	200,809	170,024	85
Expenses:				
Research and development	(78,885)	(85,380)	(6,495)	(8)
Selling, general & administrative	(778,950)	(902,228)	(123,278)	(14)
Share-based compensation	(59,669)	(61,904)	(2,235)	(4)
Depreciation and amortization	(124,209)	(122,792)	1,417	1
Financing costs	(93,612)	(23,292)	70,320	302
Loss before other items	(764,492)	(994,787)	(230,295)	(23)
Other item:				
Gain on interest-free loan	-	22,278	(22,278)	-
Net loss for the period	\$ (764,492)	\$ (972,509)	\$ (208,017)	(21)

Revenue for the three months ended March 31, 2018 increased 62% to \$1,118,487 compared to \$690,081 for the three months ended February 28, 2017. The increase was driven by the successful execution of the Company's market strategy to drive growth through organic sales from cross selling, product line extension, and new customer acquisition as well as from the Lindar acquisition.

Gross profit for the three months ended March 31, 2018 was \$370,833 compared to \$200,809 for the three months ended February 28, 2017. Gross profit as a percentage of sales for the respective periods was 33% compared to 29% for the three months ended February 28, 2017. The increase in gross profit is due to higher sales volume with gross profit percentage remaining stable based on expected ranges of planned sales mix.

Net research and development

The following is a breakdown of the material components of research and development expenses for the three months ended March 31, 2018 compared to the three months ended February 28, 2017:

	Three months ended		Three months ended		Change		
	Mar. 2018		Feb. 2017		\$	%	
Wages	\$	54,533	\$	47,502	\$	7,031	15
Other		24,352		38,825		(14,473)	(37)
Government assistance		-		(947)		947	-
Net research and development	\$	78,885	\$	85,380	\$	(6,495)	(8)

Net research and development expense for the three months ended March 31, 2018 was \$78,885 compared to \$85,380 for the three months ended February 28, 2017, a decrease of \$6,495. The decrease is a result of higher prototyping, sampling, testing and analysis expenses in the prior period. During the prior year, the Company also implemented its scalable outsourced supply strategy through the completion of the acquisitions of the Ex-Tech and Lindar bioplastic divisions. The Company is collaborating with Ex-Tech & Lindar to expand its R&D efforts in more focused growth categories to develop new lines of products and/or to replace existing lines of products with new designs. The Company has in place a variable fee based outsourced supply chain and fulfillment agreement with Ex-Tech. The Company and LINDAR have been operating under the terms of a variable fee outsourced supply chain and fulfillment agreement since January 1, 2017 and look to finalize the outsourced supply chain and fulfillment agreement in Q2 2018. Both agreements provide for the above-mentioned collaboration on prototyping, sampling and testing.

Selling, general and administrative (“SG&A”)

The following is a breakdown of the material components of selling, general and administrative expenses for the three months ended March 31, 2018 compared to the three months ended February 28, 2017:

	Three months ended Mar. 2018	Three months ended Feb. 2017	Change \$	%
Salaries	\$ 272,513	\$ 276,823	\$ (4,310)	(2)
Marketing and selling costs	64,880	22,380	42,500	190
Professional fees	74,568	182,548	(107,980)	(59)
Office	22,778	9,071	13,707	151
Travel	17,123	26,810	(9,687)	(36)
Investor relations	32,195	30,832	1,363	4
Outsource supply chain & fulfilment	269,196	256,876	12,320	1
Other	25,697	96,888	(71,191)	(73)
	\$ 778,950	\$ 902,228	\$ (123,278)	(14)

SG&A for the three months ended March 31, 2018 was \$778,950 compared to \$902,228 for the three months ended February 28, 2017, a decrease of \$123,278 or 14%. With the successful completion of debt and equity placements over the prior year, the Company decreased its professional fees usage related to professional firms with expertise in financing. Generally, management expects SG&A expenditures to increase due to higher sales driving variable expenditures pursuant to the Company’s outsourced supply chain and fulfillment agreements which have variable costs related to sales.

Other items

The increase in financing costs of \$70,320 for the three months ended March 31, 2018 is due to the \$5,049,000 convertible debenture with warrant placement that closed on February 28, 2018. The placement is considered to be a compound financial instrument in which the host debt instrument has been determined to be a financial liability with an embedded equity instrument. The Company measured the liability component at amortized cost, with the residual amount being assigned to the equity components. The

Company used an effective interest rate of 13.2% resulting in \$672,122 assigned to the subscriber and broker warrants.

Net Loss

For the three months ended March 31, 2018, the Company incurred a net loss before other items of \$764,492 compared to a net loss of \$972,509 for the three months ended February 28, 2017, a reduction of \$208,017 or 21%.

For the three months ended March 31, 2018, the Company incurred a net loss of \$0.01 per common share compared to a net loss of \$0.02 per common share for the three months ended February 28, 2017.

financial condition

			Change	
	Mar. 2018	Dec. 2017	\$	%
Total current assets	\$ 6,014,689	\$ 3,289,944	\$ 2,724,745	83
Total assets	\$ 6,940,644	\$ 4,346,475	\$ 2,594,169	60
Total current liabilities	\$ 2,307,123	\$ 3,675,447	\$ (1,368,324)	(37)
Total liabilities	\$ 7,353,177	\$ 4,742,807	\$ 2,610,370	55

Total current assets

Total current assets at March 31, 2018 were \$6,014,689 compared to \$3,289,944 at February 28, 2017, an increase of \$2,724,745.

Total assets

Total assets at March 31, 2018 were \$6,940,644 compared to \$4,346,475 at February 28, 2017, an increase of \$2,594,169. For both current and total assets, the increase is due to the excess of cash raised from the February 2018 convertible debenture with warrant placement over cash used in operating activities.

Total current liabilities

Total current liabilities at March 31, 2018 were \$2,307,123 compared to \$3,675,447 at February 28, 2017, a decrease of \$1,368,324.

Total liabilities

Total liabilities at March 31, 2018 were \$7,353,177 compared to \$4,742,807 at February 28, 2017, an increase of \$2,610,370. The increase in total liabilities is due to the completion of the February 2018 convertible debenture with warrant placement at a net book value of \$4,031,971 (\$5,049,000 gross proceeds less \$672,122 assigned value to attached warrant and deferred finance costs of \$344,907).

liquidity and capital resources

The Company raised net cash proceeds of \$4.7 million from a February 2018 convertible debenture with warrant placement. The funds will be used to accelerate the fulfillment of pending customer orders for product line extensions and for general corporate and working capital purposes.

The principal historical sources of liquidity have been:

- Equity financing;
- convertible debt financing;
- government funding; and
- customer payments for product development agreements and product sales.

Below is a summary of cash flows provided by/(used in) operating, financing, and investing activities for the three months ended March 31, 2018 and year ended February 28, 2017:

	Three months ended Dec. 2017	Three months ended Feb. 2017	Change	
			\$	%
Cash used in operating activities	\$ (695,073)	\$ (699,814)	\$ 4,741	(1)
Cash provided by financing activities	\$ 4,704,093	\$ 1,178,261	\$ 3,525,832	299
Cash provided by investing activities	\$ 16,313	\$ -	\$ 16,313	-
Net change in cash	\$ 4,025,333	\$ 478,447	\$ 3,546,886	741
Beginning cash	\$ 691,383	\$ 555,201	\$ 136,182	25
Ending cash	\$ 4,716,716	\$ 1,033,648	\$ 3,683,068	356

Cash used in operating activities

Cash used in operating activities for the three months ended March 31, 2018 was \$695,073 compared to \$699,814 for the three months ended February 28, 2017, a reduction of \$4,741.

Cash provided by financing activities

Cash provided by financing activities for the three months ended March 31, 2018 was \$4,704,093 compared to \$1,178,261 for the three months ended February 28, 2017, an increase of \$3,525,832. For the three months ended March 31, 2018, the Company received net cash proceeds of \$4,704,093 from a February 2018 convertible debenture with warrant placement. For the three months ended February 28, 2017, the Company received additional proceeds from WINN of \$96,646, repaid \$75,000 of the outstanding credit facility loan and received net cash proceeds of \$1,156,615 from equity issuances.

historical quarterly results

A summary of the Company's results for the previous eight quarters is as follows (except for the period ending December 31, 2017 which includes one month only):

Three months ended	Mar. 2018	**Dec. 2017	Nov. 2017	Aug. 2017
Sales	\$ 1,118,487	\$ 263,993	\$ 737,217	\$ 807,214
Net loss	\$ (764,492)	\$ (546,649)	\$ (827,114)	\$ (803,646)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

** Represents results for one month only due to the change in fiscal year end to December

Three months ended	May. 2017	Feb. 2017	Nov. 2016	Aug. 2016
Sales	\$ 670,532	\$ 690,081	\$ 384,831	\$ 553,482
Net loss	\$ (754,660)	\$ (972,509)	\$ (823,346)	\$ (831,456)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.01)

Factors affecting comparability of quarters

Fluctuations in sales on a quarter-by-quarter basis are related to the level of the Company's business development and commercialization activities which are reflective of the early stage of the Company's development, as well as established peak and non-peak sales cycles common in the packaging industry.

capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to develop the business and drive revenue growth and customer acquisitions, as well as fund the research and development of new product line extensions.

The Company is dependent on debt and equity funding to maintain sufficient capital to execute on its growth objectives and maintain sufficient capital for its operations. When necessary, the Company raises additional capital through issuance of debt and equity instruments. The Company manages its capital

structure and adjusts it in light of economic conditions. The Company, upon approval from its board of directors, may make changes from time to time to its capital structure as deemed appropriate under the specific circumstances. To date, no dividends have been paid to the Company's shareholders and none are planned.

The Company is subject to certain covenants on its credit card and bank credit facilities. The covenants include a restriction on the Company's credit card facility and reserve requirements on both credit facilities. Other than the covenants required for the credit facilities, the Company is not subject to any externally imposed capital requirements.

financial instruments

The Company's financial instruments as at March 31, 2018 include cash, restricted cash, trade and other receivables, accounts payable and accrued liabilities, credit facility, and loans.

The Company's financial assets and financial liabilities are classified and measured as follows:

Financial Instrument	Category
Cash	Loan and receivables
Restricted cash	Loan and receivables
Trade and other receivables	Loan and receivables
Accounts payable and accrued liabilities	Other financial liabilities
Credit facility	Other financial liabilities
Loans	Other financial liabilities

Fair values hierarchy

An established fair value hierarchy requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair

value hierarchy is based upon the lowest level of input that is available and significant to the fair value measurement. There are three levels of inputs that may be used to measure fair value:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying amount shown on the balance sheet approximates the fair value.

off-balance sheet arrangements

As at March 31, 2018 and the date of this MD&A, the Company did not have any off-balance sheet arrangements.

capital structure

As at May 1, 2018, the Company had:

- 93,602,354 (December 31, 2017 – 93,452,354) common shares outstanding and no preferred shares;
- 7,138,794 (December 31, 2017 – 7,188,794) options outstanding; and
- 47,483,937 (December 31, 2017 – 46,335,221) warrants outstanding.

On February 28, 2018, the Company completed a convertible debenture offering of 5,049 units (“Units”) for gross proceeds of \$5,049,000. Each Unit is comprised of one \$1,000 principal amount unsecured 10% convertible debenture (“Debenture”) of the Company due February 28, 2022 (the “Maturity Date”) and 1,500 common share purchase warrants. The Company issued a total of 7,573,500 Warrants to the debenture subscribers. Each Warrant entitles the holder thereof to purchase one common share of the Company for a period of 48 months after February 28, 2018 at a price of \$0.10 per Warrant (subject to adjustment in certain circumstances). The Warrants

are subject to an acceleration right if on any 20 consecutive or non-consecutive trading days following the closing date, the Company's common shares trade at greater than a volume-weighted average trading price of \$0.20 on the TSX-V. The Company also issued non-transferable broker warrants to acquire 2,239,867 common shares from treasury at a price of \$0.15 per common share, exercisable at any time within the 36-month period following February 28, 2018. The fair value at grant date of the broker warrants issued was \$128,344 based on the Black-Scholes pricing model and was recorded as a Debenture discount. Expected volatility was determined based on comparable publicly listed companies.

From July 31, 2017 to November 20, 2017, the Company completed four tranches of a private placement totaling 17,541,000 units at a price of \$0.10 per unit for gross proceeds of \$1,754,100. Related party participation in the private placement totaled 1,699,500 units. Each unit is comprised of one common share and one common share purchase warrant of the Company. Each warrant entitles its holder to acquire one additional share of the Company at a price of \$0.15 per share within the 24-month period following the closing of the respective tranche. The Company paid cash commission, legal and other related fees totaling \$217,805 and also granted 1,094,670 non-transferable two-year broker warrants to acquire 1,094,670 units of the Company at a price of \$0.10 per unit. The fair value at grant date of the broker warrants issued was \$44,010 whose measurement was based on the Black-Scholes pricing model and was also recorded as a share issuance cost. Expected volatility was determined based on comparable publicly listed companies. The expiry date of the warrants will be subject to an acceleration right in favour of the Company that is exercisable if the shares trade at or above a volume-weighted average trading price of \$0.20 on the TSX-Venture Exchange on any 20 non-consecutive trading days, following the expiry of the 4-month statutory hold period beginning on the closing date of the applicable tranche of the private placement. If the acceleration right is exercised by the Company, the warrants will expire on the 20th business day following the date that notice of acceleration is sent to the warrant holders.

On May 5, 2017, the Company completed a private placement totaling 1,892,197 units at a price of \$0.15 per unit for gross proceeds of \$283,830. Each unit is

comprised of one common share and one common share purchase warrant of the Company. Each warrant entitles its holder to acquire one additional share of the Company at a price of \$0.20 per share. Related to the placements, the Company granted 44,000 non-transferable two-year broker warrants to acquire 44,000 units of the Company at a price of \$0.15 per unit. The total fair value at grant date of the broker warrants issued was \$2,777.

During the three months ended March 31, 2018, the Company issued 150,000 shares at a price of \$0.11 per share to settle outstanding indebtedness of \$16,500.

During the ten months ended December 31, 2017, the Company issued 1,104,500 shares at a price of \$0.10 per share to settle outstanding indebtedness of \$110,450.

critical accounting policies and statements

Use of estimates and assumptions

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the reported amount of assets, liabilities, income and expenses within the next financial year.

Financial instruments

The Company enters into financial instrument arrangements which require management to make judgments to determine if such arrangements are derivative instruments in their entirety or contain embedded derivatives, including whether those embedded derivatives meet the criteria to be separated from their host contract, in accordance with IAS 39, Financial Instruments: Recognition and Measurement. Key judgments include whether the value of a contract changes in response to a change in an underlying rate, price, index or other variable, and for embedded derivatives, whether the economic risks and characteristics are not closely related to the host contract and a separate instrument with the same terms would meet the definition of a derivative on a standalone basis.

Share based payments and warrants

Management uses estimates to determine the inputs to the Black-Scholes option pricing model including the expected plan lives and underlying share price volatility. Volatility is estimated by comparing to companies with similar operations over similar periods to the expected life of the awards under consideration. Changes in these assumptions will impact the calculation of fair value and the amount of compensation expense recognized in profit or loss.

Inventory provision

In determining the lower of cost and net realizable value of inventory and in establishing the appropriate provision for inventory obsolescence, management estimates the likelihood that inventory carrying values will be affected by changes in market pricing or demand for the products and by changes in technology or design which could make inventory on hand obsolete or recoverable at less than the recorded value. Management performs regular reviews to assess the impact of changes in technology and design, sales trends and other changes on the carrying value of inventory. Where it is determined that such changes have occurred and will have a negative impact on the value of inventory on hand, an appropriate provision is made.

Significant judgments

The Company applied judgment in determining the functional currency of the Company and assessing the impairment of accounts receivable, equipment and intangible assets. Functional currency was determined based on the currency that mainly influences sales prices, labour, materials, other costs of sales and in which financing is raised.

The Company's significant accounting policies are disclosed in Note 3 of the Company's annual audited consolidated financial statements for the ten months ended December 31, 2017.

additional information

Additional information relating to good natured Products Inc. is available on SEDAR at www.sedar.com.

APPENDIX 1

risks related to the business

Limited Operating History

good natured[™] has a limited operating history and has limited revenues derived from operations. The Company's operating subsidiary, good natured Products (CAD) Inc. (formerly Solegear Bioplastics Inc.), has invested significant time and expenditures on research and development to create the existing product line. *good natured*[™]'s plant-based products were first introduced commercially in 2014 and the near-term focus has been on actively developing a base of customer accounts and building sales, marketing and support capabilities to further grow their base of customers, while increasing the revenue per existing customers. *good natured*[™]'s revenue history is as follows: \$nil in FY2012 - 2014, \$67,220 in FY2015, \$146,036 in FY2016, \$2,066,061 in FY2017 and \$2,478,956 for the ten months ending December 31, 2017, FY2018 Q1 \$1,118,487. As a result of these and other factors, *good natured*[™] may not be able to achieve, sustain or increase year to date profitability on an ongoing basis.

Problems Resulting from Rapid Growth

good natured[™] is pursuing a plan to grow its revenues by delivering its growing catalogue of plant-based products and packaging to a broader customer base impacted by environmental legislation, chemical toxicity and corporate sustainability mandates and by continuing to grow revenue with existing customers and acquire businesses with an existing customer base, all of which will require capital in order to meet these growth plans. In the emerging bioplastics industry, up-front expenses can be high and customization on a customer-by-customer basis is often required. Besides attracting and maintaining qualified personnel, employees or contractors, *good natured*[™] expects to require working capital and other financial resources to meet the needs of its planned growth. No assurance exists that its plans will be successful or that these items will be satisfactorily handled, and this may have material adverse consequences on the business of the Company.

Competition

There is significant competition in the bioplastics and high-performance plastics market from a range of players from larger established companies to start-ups. *good natured*[™] competes with others offering similar products. If *good natured*[™]'s systems and technology fail to achieve or maintain market acceptance, or if new products and/or technologies are introduced by competitors that are more favorably received than *good natured*[™]'s offering, or are more cost-effective or provide legal exclusivity through patents or are otherwise able to render *good natured*[™]'s technology and/or products obsolete, *good natured*[™] will experience a decline in demand which will result in lower than expected sales performance and associated reductions in expected operating profits, all of which would negatively affect stock prices for *good natured*[™].

good natured[™] may also be required to collaborate with third parties to develop its products and may not be able to do so in a timely and cost-effective basis, if at all.

Performance of Material

There are significant technical requirements that *good natured*[™]'s customers require *good natured*[™]'s bioplastic products and packaging to meet before they are accepted. *good natured*[™] may not be able to meet these technical requirements, or additives may need to be added to the bioplastic formulations to meet these technical requirements, which could drive up the price of *good natured*[™]'s bioplastic product and packaging to a point where they are not profitable when sold at the intended prices.

Additional Financing Will be Required

good natured[™] anticipates that it will need additional financing in the future to continue its operations. Financing may not be available to *good natured*[™] on commercially reasonable terms, if at all, when needed. There is no assurance that *good natured*[™] will be successful in raising additional capital or that the

proceeds of any future financings will be sufficient to meet its future capital needs.

Possibility of Significant Fluctuations in Operating Results

good natured[™]'s revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital and market acceptance of its products. Revenues and operating results may also fluctuate based upon the number and extent of potential financing activities in the future. There can be no assurance that *good natured*[™] will be able to reach profitability on a quarterly or annual basis.

good natured[™] has not arranged for any independent market studies to validate its business plan and no outside party has made available results of market research with respect to the extent to which customers are likely to utilize its products or the probable market demand for its products. Plans of *good natured*[™] for implementing its business strategy and achieving profitability are based upon the experience, judgment and assumptions of key management personnel, and upon available information concerning the bioplastics industry. If management's assumptions prove to be incorrect, *good natured*[™] may not be successful in growing its business.

Investment in Technological Innovation

If *good natured*[™] fails to invest sufficiently in research and product development, its products could become less attractive to potential customers, which could have a material adverse effect on the results of operations and financial condition of *good natured*[™].

Retention or Maintenance of Key Personnel

There is no assurance that *good natured*[™] can continuously retain or maintain key personnel in a timely manner if the need arises, even though qualified replacements are believed by management to exist. Failure to have adequate personnel may materially harm the ability of *good natured*[™] to operate.

Contractual Arrangements

good natured[™] is investing time and resources in developing relationships with a few key customers and prospective customers and if such customers or prospective customers were to terminate their relationships with *good natured*[™], it could have a material negative impact on *good natured*[™]'s anticipated performance.

Lack of Control in Transactions

Management of *good natured*[™] intends to retain other companies to perform various services but may not be in a position to control or direct the activities of the parties with whom it transacts business. Success of *good natured*[™] may be subject to, among other things, the success of such other parties, with each being subject to their own risks.

Reliance on Third Parties

good natured[™] relies on an outsourced supply chain model and as such certain logistics, technology and manufacturing services are provided to it by third parties, and there can be no assurance that these third-party service providers will be available to *good natured*[™] in the future on acceptable commercial terms or at all. If *good natured*[™] were to lose one or more of these service providers, it may not be able to replace them in a cost-effective manner, or at all. This could harm the business and results of operations of *good natured*[™].

No Guarantee of Success

good natured[™], as well as those companies with which it intends to transact business, have significant business purchases and operational plans pending and are, therefore, subject to various risks and uncertainties as to the outcome of these plans. No guarantee exists that *good natured*[™], or any company with which it transacts business, will be successful.

Proprietary Rights Could Be Subject to Suits or Claims

No assurance exists that *good natured*[™] or any company with which it transacts business, can or will be successful in pursuing or maintaining protection of proprietary rights such as business names, logos, marks, ideas, patents, inventions, and technology which may be acquired over time. In some cases, governmental registrations may not be available or advisable, considering legalities and expense, and even if registrations are obtained, adverse claims or litigation could occur.

Financial, Political or Economic Conditions

good natured[™] may be subject to additional risks associated with doing business in foreign countries.

good natured[™] expects to do business worldwide. As a result, it may face significant additional risks associated with doing business in other countries. In addition to language barriers, different presentations of financial information, different business practices, and other cultural differences and barriers, ongoing business risks may result from the international political situation, uncertain legal systems and applications of law, prejudice against foreigners, corrupt practices, uncertain economic policies and potential political and economic instability. In doing business in foreign countries *good natured*[™] may also be subject to risks including, but not limited to, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, expropriation, corporate and personal liability for violations of local laws, possible difficulties in collecting accounts receivable, increased costs of doing business in countries with limited infrastructure, risks related to shipment of raw materials and finished goods across national borders and cultural and language differences. *good natured*[™] also may face competition from local companies which have longer operating histories, greater name recognition, and broader customer relationships and industry alliances in their local markets, and it may be difficult to operate profitably in some markets as a result of such competition. Foreign economies may differ favorably or unfavorably from the United States economy or Canadian economy in growth of gross national product, rate of inflation, market development, rate of

savings, and capital investment, resource self-sufficiency and balance of payments positions, and in other respects.

When doing business in foreign countries, *good natured*[™] may be subject to uncertainties with respect to those countries' legal systems and laws, which may impact its ability to enforce agreements and may expose it to lawsuits.

Legal systems in many foreign countries are new, unclear, and continually evolving. There can be no certainty as to the application of laws and regulations in particular instances. Many foreign countries do not have a comprehensive system of laws, and the existing regional and local laws are often in conflict and subject to inconsistent interpretation, implementation and enforcement. New laws and changes to existing laws may occur quickly and sometimes unpredictably. These factors may limit the Company's ability to enforce agreements with its current and future customers and supply chain partners. Furthermore, it may expose the Company to lawsuits by its customers or supply chain partners in which the Company may not be adequately able to protect itself.

When doing business in foreign countries, *good natured*[™] may be unable to fully comply with local and regional laws which may expose it to financial risk.

When doing business in foreign countries, *good natured*[™] may be required to comply with informal laws and trade practices imposed by local and regional government administrators. Local taxes and other charges may be levied depending on the local needs to tax revenues and may not be predictable or evenly applied. These local and regional taxes/charges and governmentally imposed business practices may affect the cost of doing business and may require *good natured*[™] to modify its business methods to both comply with these local rules and to lessen the financial impact and operational interference of such policies. In addition, it is often extremely burdensome for businesses operating in foreign countries to comply with some of the local and regional laws and regulations. Any failure on the part of Solegear to maintain compliance with the local laws may result in fines and fees which may substantially impact its cash flow, cause a substantial decrease in revenues, and may affect its ability to continue operations.

risks related to good natured™ intellectual property

Protection of *good natured™*'s intellectual property

good natured™'s products utilize a variety of proprietary rights that are important to its competitive position and success. *good natured™* has been protecting its intellectual property through patents that focus on composition of matter, that is, the materials that make up its bioplastics formulations. Because the intellectual property associated with *good natured™*'s technology is evolving, current intellectual property rights may not adequately protect *good natured™*. *good natured™* may not be successful in securing or maintaining proprietary or future patent protection for the technology used in its systems or products, and protection that is secured may be challenged and possibly lost. *good natured™* generally enters into confidentiality or license agreements or has confidentiality provisions in agreements with *good natured™*'s employees, consultants, strategic partners and clients and controls access to and distribution of its technology, documentation and other proprietary information. *good natured™*'s inability to protect its Intellectual Property adequately for these and other reasons could result in weakened demand for its products, which would result in a decline in its revenues and profitability.

Third Party Intellectual Property Rights

good natured™ could become subject to litigation regarding intellectual property rights that could significantly harm its business. *good natured™*'s commercial success will also depend in part on its ability to make and sell its products without infringing on the patents or proprietary rights of third parties. Competitors, many of whom have substantially greater resources than *good natured™* and have made significant investments in competing technologies or products, may seek to apply for and obtain patents that will prevent, limit or interfere with *good natured™*'s ability to make or sell its products.

Information Technology, Network and Data Security Risks

The business of *good natured*[™] faces security risks. Any failure to adequately address these risks could have an adverse effect on the business and reputation of *good natured*[™]. Computer viruses, break-ins, or other security problems could lead to misappropriation of proprietary information and interruptions or delays in *good natured*[™]'s business.

other risks

Share Price Fluctuation and Speculative Nature of Securities

The market price of *good natured*[™]'s shares could fluctuate substantially and such shares should be considered speculative securities. In addition, the equity markets in general, and the TSX Venture Exchange in particular, have experienced extreme price and volume fluctuations historically that have often been unrelated or disproportionate to the operating performance of listed companies. These broad market factors may affect the market price of *good natured*[™] shares adversely, regardless of its operating performance.

Volatility in the Price of Shares

The market for *good natured*[™] shares may be characterized by significant price volatility when compared to seasoned issuers, and management expects that the share price will be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. *good natured*[™] may in the future be a target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention from day-to-day operations and consume resources, including cash.

Operating results may fluctuate as a result of a number of factors, many of which are outside of the control of *good natured*[™]. The following factors may affect operating results: ability to compete; ability to attract customers; amount and timing of operating costs and capital expenditures related to the

maintenance and expansion of the business, operations and infrastructure; general economic conditions and those economic conditions specific to the bioplastics industry; the success of product line expansion; and ability to attract, motivate and retain top-quality employees.

Dividends

Management intends to retain any future earnings to support the development of the business of *good natured*[™] and does not anticipate paying cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the board of directors of *good natured*[™] after taking into account various factors, including but not limited to its financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that *good natured*[™] may be a party to at the time. Accordingly, investors must rely on sales of *good natured*[™] shares after price appreciation, which may never occur, as the only way to realize a return on their investment. Investors seeking cash dividends should not purchase *good natured*[™] shares.

Dilution

Any additional offerings of securities effected by *good natured*[™] may result in substantial dilution in the percentage of *good natured*[™] shares held by existing shareholders.

Control of *good natured*[™] Potentially in the Hands of a Small Number of Shareholders

good natured[™]'s largest shareholder owns, directly or indirectly, or exercises control or direction over in the aggregate approximately 33% of *good natured*[™] shares on a fully diluted basis. Such shareholder may have the ability to determine the outcome of matters submitted to the shareholders of *good natured*[™] for approval, including the election and removal of directors, amendments to *good natured*[™]'s corporate governing documents and business combinations. *good natured*[™]'s interests and those of such shareholder may at times conflict, and this conflict might be resolved against *good natured*[™]'s interests. The concentration of control in the hands of such

shareholder may practically preclude an unsolicited bid for *good natured*[™], and this may adversely impact the value and trading price of *good natured*[™]'s shares.

Conflicts of Interest

good natured[™] may contract with affiliated parties, members of management of *good natured*[™], or companies owned or controlled by members of management. These persons may obtain compensation and other benefits in transactions relating to *good natured*[™]. Certain members of management of *good natured*[™] will have other minor business activities other than the business of *good natured*[™], but each member of management intends to devote substantially all of their working hours to *good natured*[™] unless otherwise agreed to by *good natured*[™] on a case-by-case basis. Although management intends to act fairly, there can be no assurance that *good natured*[™] will not possibly enter into arrangements under terms one could argue are less favorable than what could have been obtained had *good natured*[™] or any other company had been dealing with unrelated persons.

APPENDIX 2

cautionary note regarding forward-looking statements

Certain statements in this MD&A that are not based on historical facts constitute forward-looking information, as defined in securities laws. Forward-looking information is not a promise or guarantee of future performance but is only a prediction that relates to future events, conditions or circumstances or the Company's future results, performance, achievements or developments and is subject to substantial known and unknown risks, assumptions, uncertainties and other factors that could cause the Company's actual results, performance, achievements or developments in its business or industry to differ materially from those expressed, anticipated or implied by such forward-looking information. Forward-looking statements in this MD&A include all disclosure regarding possible events, conditions, circumstances or results of operations that are based on assumptions about future economic conditions, courses of action and other future events. Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. These forward-looking statements appear in a number of different places in this MD&A and can be identified by words such as "may", "estimates", "projects", "expects", "intends", "believes", "plans", "anticipates", "continue", "growing", "expanding", or their negatives or other comparable words. Forward-looking statements include statements regarding the outlook for the Company's future operations, plans and timing for the introduction or enhancement of its services and products, statements concerning strategies or developments, statements about future market conditions, supply conditions, end customer demand conditions, channel inventory and sell through, revenue, gross margin, operating expenses, profits, forecasts of future costs and expenditures, and other expectations, intentions and plans that are not historical fact. The forward looking statements in this MD&A are based on certain factors and assumptions regarding expected growth, results of operations, performance and business prospects and opportunities. Specifically, management has assumed that good natured's performance will meet management's internal projections. While management considers these assumptions to be reasonable based on information currently

available to us, they may prove to be incorrect. The risk factors and uncertainties that may affect the Company's actual results, performance, achievements or developments are many and include the matters described in Appendix 1. Consequently, all forward-looking statements in this report are qualified by this cautionary statement and the Company cannot assure investors that actual results, performance, achievements or developments that the Company anticipates will be realized. Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions and the Company does not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.