



Delivra Health Brands Inc.

Management's Discussion and Analysis

For the three months ended September 30, 2023

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements and related notes thereto of Delivra Health Brands Inc. ("Delivra Health" or "us" or "we" or "our" or the "Company") for the three months ended September 30, 2023 (the "Interim Financial Statements"), and the audited annual consolidated financial statements for the year ended June 30, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in thousands of Canadian dollars, except for share and per share amounts, unless otherwise stated. This MD&A has been prepared as of November 28, 2023 and includes certain statements that may be deemed "forward-looking statements". Additional information relating to the Company is available under the Company's profile at www.sedarplus.com.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements and forward-looking information (collectively, "**Forward-Looking Statements**") and the Company cautions investors about important factors that could cause the Company's actual results to differ materially from those expressed, implied or projected in any Forward-Looking Statements included in this MD&A. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will likely result", "are expected to", "expects", "will continue", "is anticipated", "anticipates", "may", "could", "believes", "estimates", "intends", "plans", "forecast", "projection" and "outlook") are not historical facts and may be Forward-Looking Statements that involve projections, estimates, assumptions, known and unknown risks and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such Forward-Looking Statements or otherwise be materially inaccurate. No assurance can be given that these expectations or assumptions will prove to be correct and such Forward-Looking Statements included in this MD&A should not be unduly relied upon. These Forward-Looking Statements speak only to management's beliefs and expectations as of the date of this MD&A and will be updated only as required by applicable securities laws. Accordingly, any such statements are qualified in their entirety by reference to the information discussed throughout this MD&A.

Certain of the Forward-Looking Statements contained within this MD&A are based on third-party information from publicly available government sources, market research and industry analysis. While the Company is not aware of any misstatement regarding any industry or government data presented herein, we have not independently verified any such third-party information.

The Company's Forward-Looking Statements are expressly qualified in their entirety by this cautionary statement. In particular, but without limiting the foregoing, disclosure in this MD&A under the heading "Business Overview", as well as statements regarding the Company's objectives, plans, goals, future operating results, and economic performance may make reference to or involve Forward-Looking Statements. See the discussion under the heading "Risks and Uncertainties" in this MD&A for further details.

The Company cautions that the list and description of the Forward-Looking Statements, risks, assumptions and uncertainties set out above is not exhaustive.

OUR GLOBAL FOOTPRINT



BUSINESS OVERVIEW

Delivra Health is a leading global health and wellness company that is uniquely positioned in the infused cannabis space. Delivra Health has positioned itself to provide products that help with pain, sleep, anxiety, and performance through its acquired brands LivRelief™ and Dream Water®. The Company has significant national penetration in the regulated infused cannabis markets and global penetration in the over-the-counter (“OTC”) markets. The Company is based in British Columbia, Canada and its common shares (the “Common Shares”) are listed on the TSX Venture Exchange (“TSXV”) under the symbol “DHB” and on the OTCQX® Best Market operated by OTC Market Group under the symbol “DHBUF”.

Delivra Health operates a portfolio of brands under its Consumer Division consisting of Dream Products Inc. and its associated subsidiaries (collectively, “Dream Water®”), and Delivra Corp. (LivRelief™) and its associated subsidiaries (collectively, “Delivra”). A strategic component of Delivra Health’s business model is to acquire established health and wellness OTC brands such as Dream Water® and LivRelief™, expand distribution, innovate with intellectual properties, and provide products that are infused with cannabis in regulated markets, capturing more consumers in both the OTC market as well as the infused cannabis market. Delivra Health leverages its established distribution network to further grow its business and uses its product development capabilities to create expanded infused versions of the established OTC brands. Dream Water® and LivRelief™ can be found in major retailers such as Shoppers Drug Mart, Walmart, Loblaws, Sobeys, Rexall, 7-Eleven, Circle K, Amazon, amongst others. Delivra Health cannabis-infused licensed products under the LivRelief™ brand can be found in the regulated Canadian market at provincial dispensaries in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and New Brunswick including availability at Spectrum Therapeutics as a medical channel.

Our Brands



Dream Water®

Dream Water® is a consumer goods company with a specific focus on sleep aids in a variety of formats and formulations. Dream Water® currently produces convenient, travel-friendly, single serving 2.5oz liquid sleep shots, newly launched gummies and sleep powder packets that consumers can take with or without water. Dream Water® contains a proprietary blend of sleep ingredients widely known to promote effective sleep, among many other benefits. Dream Water® is currently available in three easy to use formats: 74ml liquid sleep shots, 60 count gummies, 6 small-pack gummies and 3g sleep powders.

The trademarked Dream Water® SleepStat™ blend (“SleepStat™ Blend”) was first developed in response to the need for an effective alternative to traditional antihistamine based OTC and prescription sleep-aids, and is a combination of three active ingredients: melatonin, gamma-aminobutyric acid, and 5-hydroxytryptophan.

Dream Water® currently has one distinct product line, with three different delivery methods: liquid, gummies and powder. The SleepStat™ Blend offers consumers a unique formula ratio of sleep to relaxation ingredients. The Dream Water® first shot line extension is a beauty formulation which contains SleepStat™ Blend and the beauty ingredient, original Dream Water® is also National Sanitation Foundation (NSF) certified for sport programs which allows the Company to sell products to professional sports teams and athletes who undertake drug testing ensuring the ingredients and process are of the highest standards.

Delivra

Delivra is a specialty biotechnology company having a proprietary transdermal delivery system platform that can shuttle pharmaceutical and natural molecules through the skin, in a targeted manner. Delivra manufactures and sells a growing line of topical creams with the proprietary transdermal delivery system platform under the LivRelief™ brand, for conditions such as joint and muscle pain, nerve pain, varicose veins, wound healing creams and sports performance. In parallel with its consumer products business, Delivra also has a mandate to license its patent-pending, proprietary transdermal delivery technology platform to pharmaceutical companies globally, for the repurposing of pharmaceutical molecules transdermally to treat a broad range of conditions, along with licensing its OTC products globally.

In March 2020, LivRelief™ launched cannabidiol (“CBD”) and tetrahydrocannabinol (“THC”)-infused topical formulations through licensing agreements under the new Cannabis 2.0 regulations. LivRelief™ infused topical products were one of the first topicals to enter the Canadian market under the new Cannabis 2.0 legislation and have already firmly established themselves as key products in the category. The topical creams are available in: (1) a CBD formulation containing 250mg of CBD; (2) a balanced 1:1 formulation containing 125mg of CBD and 125mg of THC; and (3) an Extra Strength 750mg CBD formulation.

Global Distribution



KEY FINANCIAL RESULTS

Select Financial Information	For the three months ended September 30		
	2023	2022	2021
	\$	\$	\$
Net revenue	3,671	1,729	2,130
Gross profit	1,922	879	709
Expenses	1,652	1,413	2,173
Gain (loss) from operations	270	(534)	(1,464)
Net profit (loss) attributable to common shareholders	226	(381)	(1,454)
Net profit (loss) per share – basic	0.001	(0.002)	(0.01)
Net profit (loss) per share – diluted	0.001	(0.002)	(0.006)
Weighted average number of Common Shares - basic	252,617,854	252,617,854	252,617,854
Weighted average number of Common Shares - diluted	307,211,561	307,789,464	327,583,772
Adjusted EBITDA ⁽¹⁾	683	(154)	(778)
Total assets	10,815	11,227	17,306
Total non-current liabilities	1,617	1,410	1,638

⁽¹⁾ Defined as loss from operations before interest, taxes, depreciation and amortization and adjusted for share-based compensation, common shares issued for services, asset impairment and write-downs, discontinued operations and other non-cash items, and is a non-IFRS measure discussed in the “Adjusted EBITDA” section.

Select Statements of Financial Position Information	September 30	June 30
	2023	2023
	\$	\$
Cash	2,914	2,721
Current assets	8,545	7,918
Non-current assets	2,270	2,645
Current liabilities	5,533	5,470
Non-current liabilities	1,617	1,704
Equity	3,665	3,389

SIGNIFICANT AND RECENT DEVELOPMENTS

The following significant developments relating to the Company took place during the three months ended September 30, 2023 and to the date of this MD&A:

a) *Merchandising agreement with Las Vegas Resorts Treasure Island Hotel & Casino and Circus Circus Hotel and Casino*

On August 3, 2023, the Company announced that its wholly-owned subsidiary, Dream Water USA Inc., entered into a Customer Merchandising Agreement dated August 2, 2023, with Treasure Island Hotel & Casino and Circus Circus Hotel and Casino to provide Dream Water® products to all participating retail outlets and kiosks within its properties. Dream Water USA Inc. will provide Treasure Island Hotel & Casino and Circus Circus Hotel protected pricing, marketing support, in-store programs, social media posts and promotional materials for merchandising of its Dream Water® products. In addition, Treasure Island Hotel & Casino and Circus Circus Hotel will purchase product from a Dream Water USA Inc. distributor to be distributed to all participating retail outlets and certain kiosks.

b) *Engagement of Generation*

On July 4, 2023, the Company retained Generation IACP Inc. ("Generation") to provide market stabilization and liquidity services for the Company in compliance with the policies and guidelines of the TSXV and applicable legislation. Generation will trade the Common Shares on the TSXV for the purposes of maintaining a reasonable market and improving the liquidity of the Common Shares. Under the issuer trading services agreement between Generation and the Company (the "Generation Agreement"), the Company agreed to pay Generation a fee of C\$7,500 per month, plus applicable taxes and subject to an annual increase of 3% commencing on the second anniversary of the Generation Agreement (the "Generation Fee"). The Generation Fee will be payable quarterly in advance.

OUTLOOK

Management anticipates sales volumes, net revenues, and adjusted EBITDA to improve throughout the next fiscal year due to a full year of new innovative products including licensed infused cannabis products sold to the Canadian market.

Consumer

Dream Water® continues to be forward-thinking with respect to internationally compliant formulas and line extensions in both the sleep-aids and CBD markets, including lines of products with multiple delivery formats for both categories. Formulation of CBD-infused Dream Water® continues to advance and will enter the market when regulations allow in the US. The Company continues to build out a pipeline of innovation that addresses consumers' growing demand for effective sleep aids, in both OTC and cannabinoid-infused formats.

2.0 infused products

Delivra Health's initial 2.0 infused product offering includes a selection of pain relief topical creams. The infused topical creams utilize Delivra's transdermal technology designed to penetrate the skin, enabling effective, fast absorption, and controlled release of active ingredients directly to the target area. The topical creams are currently available in three formats – a CBD-only formulation containing 250mg of CBD, a 1:1 format formulation with 125mg of THC and 125mg of CBD, and a CBD-only formulation containing 750mg of CBD. Additionally, the Company plans on selling its LivRelief™ cannabis-infused topical creams in the US marketplace when regulations permit.

FINANCIAL REVIEW

The table below outlines gross profit and gross margin for the three months ended September 30, 2023 and 2022, respectively:

	For the three months ended September 30	
	2023	2022
	\$	\$
Net revenue	3,671	1,729
Cost of sales	1,671	840
Inventory write-down	78	10
Gross profit	1,922	879
Gross margin	52%	51%

Net revenue

Net revenue is comprised of sales of: 1) the Dream Water® brand sales in both the US and Canada; 2) the Delivra LivRelief™ brand sales in the US and Canada; 3) the LivRelief™ cannabis-infused topical creams in Canada.

For the three months ended September 30, 2023, net revenue was \$3,671, compared to \$1,729 in the same period in prior year. The \$1,942 increase in net revenue was mainly due to an increase in the sales of Dream Water® in the US of \$2,109 as a result of the timing of sales orders from the Company's largest customer offset by \$167 of lower sales in Canada and is mainly driven by the timing of lower orders related to the LivRelief™ infused topical creams due to the transition to a new licensor.

Cost of sales

For the three months ended September 30, 2023, cost of sales was \$1,671, compared to \$840 in the same period in the prior year. The \$831 increase in cost of sales were primarily due to the overall increase in sales volumes. During the three months ended September 30, 2023, the inventory write-down was \$78 (September 30, 2022 - \$10). The increase in inventory write-down is the result of the timing on specific aging SKUs.

Gross margin

Gross margin for the three months ended September 30, 2023 was 52%, compared to 51% in the same period in the prior year. The increase is attributable to lower sales fees applied to gross sales due to change in customer mix.

Expenses

	For the three months ended	
	September 30	
	2023	2022
	\$	\$
General and administration	914	964
Sales and marketing	403	79
Depreciation and amortization	334	332
Share-based compensation	1	38
	1,652	1,413

Total expenses increased by \$239 for the three months ended September 30, 2023 compared to the same period in the prior year. The increase is primarily due to higher sales and marketing and depreciation and amortization expenses as described below.

General and administration

General and administration expenses decreased by \$50 for the three months ended September 30, 2023 compared to the same period last year due to lower salaries, bonuses, and benefits expense as a result of a lower headcount and lower professional and consulting expenses in the current period offset by higher office, general and travel expenses.

	For the three months ended	
	September 30	
	2023	2022
	\$	\$
Insurance	44	42
Investor relations	26	20
Office and general	144	117
Professional and consulting services	113	199
Regulatory	7	3
Rent	3	(7)
Salaries, bonus and benefits	551	580
Travel	26	10
	914	964

Sales and marketing

Sales and marketing expenses increased by \$324 for the three months ended September 30, 2023 compared to the same period last year. The increase is primarily due to the Company's focus on expanding its digital marketing and e-commerce programs.

Depreciation and amortization

Depreciation and amortization increased by \$2 for the three months ended September 30, 2023 compared to the same period last year. Depreciation and amortization did not materially change given that the Company did not have capital additions to its tangible and intangible assets, as a result of its asset light model.

Share-based compensation

Share-based compensation decreased by \$37 for the three months ended September 30, 2023 compared to the same period in the prior year. The decrease is mainly attributable to certain tranches of options having become fully vested, resulting in a lower overall share-based compensation expense during the three months ended September 30, 2023.

Other (expense) income

Other income increased by \$197 for the three months ended September 30, 2023 compared to the same period last year. The decrease is primarily attributable to the interest expense (accretion expense) reversal arising from Atlantic Canada Opportunities Agency ("ACOA") loan revaluation in prior year.

	For the three months ended September 30	
	2023	2022
	\$	\$
Interest and finance costs	(55)	161
Loss on assets disposal	-	(11)
Gain from contingency debt settlement	13	-
Unrealized (loss)/gain on short term investment	-	(2)
Foreign exchange loss/(gain)	(2)	5
	(44)	153

Interest and finance costs

Interest and finance costs decreased by \$216 for the three months ended September 30, 2023 compared to the same period last year, mainly from the interest expense reversal on the ACOA loan revaluation due to the extension of the expected repayment dates.

Loss on disposal of assets

Loss on disposal of assets decreased by \$11 for three months ended September 30, 2023, compared to the same period in the prior year, primarily attributable to the Lucky Lake construction-in-progress disposal loss last year.

Gain from contingency debt settlement

During the three months ended September 30, 2023, a gain of \$13 on debt settlement was realized compared to \$nil in the same period last year.

Unrealized loss

Unrealized loss of \$2 for the three months ended September 30, 2023 compared to a gain of \$5 the same period in the prior year as a result of the fair market value adjustment related to the Company's short-term investment in the shares of Cann Group.

Adjusted EBITDA (non-IFRS measure)

Adjusted EBITDA is a metric used by management which is the loss from operations, as reported, before interest, taxes, depreciation and amortization and adjusted for share-based compensation, Common Shares issued for services, the fair value

effects of accounting for biological assets and inventories, asset impairment and write-downs, discontinued operations and other non-cash items.

	For the three months ended	
	2023	September 30
	\$	2022
	\$	\$
Gain (loss) from operations	270	(534)
Inventory write-down	78	10
	348	(524)
Depreciation and amortization	334	332
Share-based compensation	1	37
	335	370
Adjusted EBITDA	683	(154)

For the three months ended September 30, 2023, adjusted EBITDA was \$683, compared to (\$154) in the same period last year. The \$837 increase in adjusted EBITDA was primarily due to an increase in sales volume and margins and offset by an increase in expenses as described above.

Update on Use of Proceeds

On March 17, 2021, the Company closed a bought-deal public offering with Research Capital Corporation, as sole bookrunner, and ATB Capital Markets Inc., as the co-lead underwriters, pursuant to which the Company issued 37,096,700 units of the Company (the “Units”) at a price of \$0.155 per Unit for gross proceeds to the Company of approximately \$5,750 (the “Offering”), including the full exercise of an over-allotment option. Each Unit consists of one Common Share and one Common Share purchase warrant (each, a “Bought Deal Warrant”). Each Bought Deal Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.195 at any time until March 17, 2024.

The Company has committed the use of proceeds from the Offering to meet its planned growth, expand its existing product lines and distribution channels, and for working capital and general corporate purposes. The below table describes the Company’s anticipated use of proceeds from the Offering, as disclosed in the short form prospectus of the Company dated March 10, 2021 relating to the Offering (the “Prospectus”), and the Company’s actual use of working capital, as at the date of this MD&A.

		A	B	C	D = B + C
Principal Use of Proceeds	Breakdown of Use of Proceeds	Previous Disclosure Regarding Use of Proceeds in Prospectus	Actual Use of Proceeds as at November 28, 2023	Additional Use of Proceeds as at November 28, 2023	Use of Proceeds as at November 28, 2023
Expand distribution network	New distribution partners	\$200	\$71	Nil	\$71
	New customer listing fees	\$300	Nil	Nil	Nil
	Trade show activity	\$100	\$6	\$34	\$40
	Advertising/trade support	\$200	\$527	\$23	\$550
	E-commerce distribution	\$350	\$877	\$20	\$897
Product launch initiatives	Packaging	\$250	Nil	Nil	Nil
	Production costs	\$350	\$695	\$5	\$700
	Listing costs and fees	\$300	Nil	Nil	Nil
	Launch of new Dream Water and LivRelief™ products	\$267	\$2	Nil	\$2
	Paid media	\$350	\$726	\$24	\$750

		A	B	C	D = B + C
Principal Use of Proceeds	Breakdown of Use of Proceeds	Previous Disclosure Regarding Use of Proceeds in Prospectus	Actual Use of Proceeds as at November 28, 2023	Additional Use of Proceeds as at November 28, 2023	Use of Proceeds as at November 28, 2023
Expand brand awareness	Sampling	\$250	\$40	\$10	\$50
	Partnerships	\$275	\$137	Nil	\$137
	E-commerce	\$250	\$322	\$63	\$385
	Public Relations	\$150	\$327	\$23	\$350
	Radio	\$200	\$2	Nil	\$2
	Alternative brand driving tactics	\$175	\$263	Nil	\$263
Create innovative line extensions	Research and development costs	\$300	\$59	\$11	\$70
	Consumer insights	\$100	Nil	Nil	Nil
Working capital and general corporate purposes		\$670	\$770	Nil	\$770
Underwriters Fee		\$53	\$53	Nil	\$53
Total		\$5,090	\$4,877	\$213	\$5,090

Prior to this quarter, the Company generally had negative cash flow from operating activities and has historically incurred net losses. To the extent that the Company has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. The Company will be required to raise additional funds through the issuance of additional equity securities, through loan financing, or other means, such as through partnerships with other companies. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Company as those previously obtained.

The expected use of net proceeds from the Offering represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. The amounts and timing of the actual use of the net proceeds will depend on multiple factors and there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. The Company may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives, and the Company expects to either issue additional securities or incur debt to do so.

LIQUIDITY AND CAPITAL RESOURCES

Management of the Company is consistently working to monitor and manage the Company's capital resources to assess if it has access to adequate liquidity to fund its operations. The Company's working capital requirements change frequently given the nature of the business, therefore, our primary liquidity requirement is for working capital and essential general corporate needs. Management's objectives with respect to liquidity and capital structure are to generate sufficient cash to fund the Company's existing operations and growth strategy.

	For the three months ended September 30	
	2023 \$	2022 \$
Cash provided by (used in) operating activities	187	156
Cash provided by (used in) investing activities	-	-
Cash provided by (used in) financing activities	(56)	(69)
Effect of foreign exchange on cash	62	75
Change in cash during the period	193	162

Cash generated in operating activities was \$187 for the three months ended September 30, 2023 compared to cash generated of \$156 for the same period in the prior year. The \$32 net increase is due to the increase in adjusted EBITDA compared to prior year offset by higher working capital required in three months ended September 30, 2023 compared to same period last year.

For the three months ended September 30, 2023 investing activities were \$nil and \$nil for the same period in the prior year.

Cash used in financing activities was \$56 for the three months ended September 30, 2023 compared to \$69 for the same period last year. The \$13 reduction mainly came from the ACOA loan repayment.

The nature of the Company's current business and the source of revenue from operations is the production and sale of Dream Water™'s sleep aid products and Delivra's pain relief consumer packaged goods. However, the Company's ability to continue in the normal course of operations is dependent on actions by management achieving and maintaining profitable operations and raising additional capital when required. Management believes it will be able to raise capital as required in the long-term, but recognizes the risks attached thereto including without limitation, risks due to changing market conditions. Historically, the capital requirements of the Company have been met by offering securities of the Company and completing debt financings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in the dilution to the value of such interests. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable to the Company. If adequate financing is not available when required, the Company may be required to delay, scale back, or eliminate various projects and programs, and may be unable to continue in operation. If the Company is unable to achieve and maintain profitable operations or raise additional funds it may require, it could have a material adverse effect on the Company's financial condition and future profitability.

The Company incurred a consolidated net profit of \$270 and net loss of \$381 for the three months ended September 30, 2023 and September 30, 2022, respectively. The Company had a positive cash flow of \$187 for the three months ended September 30, 2023 and an accumulated deficit of \$169,812 as at September 30, 2023. The Company had a working capital surplus of \$3,012 as of September 30, 2023. Generally, these fluctuations and conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. If for any reason the Company is unable to continue as a going concern, then this could have an impact on the Company's ability to realize assets at their recognized values, in particular goodwill and other intangible assets, and to extinguish liabilities in the normal course of business at the amounts stated in the Interim Financial Statements. Management acknowledges that in the absence of securing additional capital when required there is uncertainty over the Company's ability to meet its funding requirements as they fall due.

SUMMARY OF QUARTERLY RESULTS

Net revenue for the first quarter of fiscal 2024 increased \$354 compared to the fourth quarter of fiscal 2023 due to the higher sales of Dream Water® in the first quarter of fiscal 2024, however, gross profit for the first quarter of fiscal 2024 decreased by \$75 compared to the fourth quarter of fiscal 2023 primarily due to the reversal of the write-down of inventory to fair market value in the fourth quarter in fiscal 2023. Net profit for the first quarter of fiscal 2024 increased by \$278 compared to the fourth quarter of fiscal 2023 primarily due to lower expenses incurred in the first quarter of fiscal 2024 compared to the fourth of quarter of fiscal 2023 offset by lower other expense (income) in first quarter of fiscal 2024 compared to the fourth quarter in fiscal 2023.

Quarter ended	Net revenue \$	Gross (loss) profit \$	Net loss \$	Basic and diluted loss per share \$
September 30, 2023	3,671	1,922	270	0.001
June 30, 2023	3,317	1,997	(8)	(0.00)
March 31, 2023	2,353	961	(685)	(0.003)
December 31, 2023	2,392	987	890	0.004
September 30, 2022	1,729	878	(381)	(0.002)
June 30, 2022	1,923	335	(2,251)	(0.01)
March 31, 2022	2,339	914	(1,676)	(0.01)
December 31, 2021	1,746	645	(1,629)	(0.01)

SHARE CAPITAL

The Company has an unlimited number of Common Shares authorized and the following securities outstanding:

	September 30 2023	As at the date of this MD&A
Common Shares	252,617,854	252,617,854
Bought Deal Warrants	37,096,700	37,096,700
Stock options	14,600,238	14,600,238
Bought Deal Compensation Options	2,596,769	2,596,769

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The following expenses were paid to the directors and key management personnel of the Company:

	For the three months ended September 30	
	2023 \$	2022 \$
Salaries and benefits	167	161
Directors' fees	60	60
Share-based compensation	2	22
Total	229	243

a) *Payments to related parties*

As at September 30, 2023, included in accounts payable and accrued liabilities, there was \$280 in directors' fees as follows: \$70 to Andrew Bayfield, \$70 to Jason Bednar, and \$140 to Frank Holler (June 30, 2023 – \$280 as follows: \$70 to Andrew Bayfield, \$70 to Jason Bednar, and \$140 to Frank Holler).

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

As of the date of this MD&A, the Company does not have any contractual obligations beyond the accounts payable and accrued liabilities reported in the financial statements of the Company. Furthermore, the Company does not have any material contingent considerations that will have a material adverse effect on the operations of the Company.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company thoroughly examines the various financial instruments and risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include foreign exchange risk, credit risk, interest rate risk, and liquidity risk. Where material, these risks are reviewed and monitored by the Company's board of directors (the "Board").

The Board has overall responsibility for the determination of the Company's risk management objectives and policies. 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.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at September 30, 2023, the Company is exposed to foreign currency risk through its bank accounts denominated in United States Dollars ("USD") and Australian Dollars ("AUD"). A 10% appreciation (depreciation) of USD or AUD against the CAD, with all other variables held constant, would result in an immaterial change in the Company's loss and comprehensive loss for the year.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade accounts receivable. The Company's cash and accounts receivable are exposed to credit risk. The risk for cash is mitigated by holding these instruments with highly rated financial institutions. The Company provides credit to its customers in the normal course of business and has mitigated this risk by managing and monitoring the underlying business relationships. As at September 30, 2023, the Company is exposed to credit risk in the amount of the carrying amount of the Company's cash and accounts receivable.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2023, the Company is not exposed to any significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. Accounts payable and accrued liabilities have maturities of 30 days or less or are due on demand and are subject to normal trade terms. The Company has current assets of \$8,545 (June 30, 2023 - \$7,918) and current liabilities of \$5,533 (June 30, 2023 - \$5,470). The Company has addressed its liquidity through debt or equity financing obtained through the sale of Common Shares and the sale of non-core assets. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Further, the Company's ability to fund operations, to execute its growth strategy and to meet scheduled financial commitments depends on the Company's future operating performance and cash flows as well as capital raising, all of which are subject to prevailing economic conditions and financial, business and other factors, some of which are beyond the Company's control. See also "Liquidity and Capital Resources" in this MD&A.

Fair value hierarchy

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

During the three months ended September 30, 2022, there were no transfers of amounts between fair value levels.

Cash and short-term investments are classified as a Level 1 financial instrument. The Company's other financial instruments, including accounts receivable, current portion of lease receivable, promissory note and accounts payable and accrued liabilities are carried at cost which approximates fair value due to the relatively short maturity of those instruments. The carrying value of the Company's non-current portion of lease receivable, loans and borrowings approximate fair value as they bear a market rate of interest.

NON-IFRS MEASURES

This MD&A includes certain measures which have not been prepared in accordance with IFRS such as Adjusted EBITDA. These non-IFRS measures are not recognized under IFRS and, accordingly, users are cautioned that these measures should not be construed as alternatives to net income determined in accordance with IFRS. The non-IFRS measures presented may not be comparable to similar measures presented by other issuers.

Adjusted EBITDA is a non-IFRS measure used by management that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Management defines adjusted EBITDA as the loss from operations, as reported, before interest, taxes, depreciation and amortization and adjusted for share-based compensation, Common Shares issued for services, the fair value effects of accounting for biological assets and inventories, asset impairment and write-downs, discontinued operations and other non-cash items.

There are no comparable IFRS financial measures presented in the Interim Financial Statements. Reconciliations of the non-IFRS financial measure is presented in this MD&A. The Company provides the non-IFRS financial measure as supplemental information and in addition to the financial measures that are calculated and presented in accordance with IFRS. The supplemental non-IFRS financial measure is presented because management believes such measures provide information which is useful to shareholders and investors in understanding its performance and which may assist in the evaluation of the Company's business relative to that of its peers. Management believes the non-IFRS measure is a useful financial metric to assess the Company's operating performance on a cash basis before the impact of non-cash items, and on an adjusted basis as described above. However, such non-IFRS measure should not be considered superior to, as a substitute for or as an alternative to, and should only be considered in conjunction with, the most comparable IFRS financial measures.

RISKS AND UNCERTAINTIES

This section discusses factors relating to the business of Delivra Health that should be considered by both existing and prospective investors. The information in this section is intended to serve as an overview and should not be considered comprehensive, and Delivra Health may face additional risks and uncertainties not discussed in this section, or not currently known to the Company, or that the Company deems to be immaterial. All risks to Delivra Health's business have the potential to influence its operations in a materially adverse manner.

Inflation Risk

General inflationary pressures may increase, the Company's operating costs and influence consumer behavior towards purchasing essentials goods, which could have a material adverse effect on the Company's financial condition, results of operations and the capital expenditures required to advance the Company's business plans. There can be no assurance that any governmental action will be taken to control inflationary or deflationary cycles, that any governmental action taken will be effective or whether any governmental action may contribute to economic uncertainty. Governmental action to address inflation or deflation may also affect currency values. Accordingly, inflation and any governmental response thereto may have a material adverse effect on the Company's business, results of operations, cash flow, financial condition and the price of the Common Shares.

Additional Financing

There is no guarantee that the Company will be able to execute on its planned strategy. The continued development of the Company requires additional financing and failure to raise such capital could result in the delay or indefinite postponement of current business strategy or the Company ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may contain provisions, which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

New well-capitalized entrants may develop large-scale operations

Currently, the cannabis industry generally is comprised of individuals and small to medium-sized entities, however, the risk exists that large conglomerates and companies who also recognize the potential for financial success through investment in this industry could make strategic acquisitions. These potential competitors may have longer operating histories, significantly greater financial, technological, engineering, manufacturing, marketing and distribution resources, and be larger and better capitalized. Larger competitors could establish price setting and cost controls which would effectively "price out" many of the individuals and small to medium-sized entities who currently make up the bulk of the participants in the varied businesses operating within and in support of the medical and adult-use cannabis industry. While the approach of most laws and regulations seemingly deters this type of takeover, this industry remains nascent and as indicated above this trend is being observed, so what the landscape will be in the future remains largely unknown.

The Company's proposed business plan is subject to all business risks associated with new business enterprises, including the absence of any significant operating history upon which to evaluate an investment. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the formation of a new business, the development of new strategy and the competitive environment in which the Company operates. It is possible that the Company will incur losses in the future. There is no guarantee that the Company will be profitable.

Results of Future Clinical Research

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC) and future research and clinical trials may discredit the medical benefits, viability, safety, efficacy, and social acceptance of cannabis or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, prospective purchasers of the Company's securities should not place undue reliance on such articles and reports. Future research studies may reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions relating to cannabis, which could have a material adverse effect on the demand for the Company's products with the potential to lead to a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Product Liability

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces the inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of cannabis involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of cannabis alone or in combination with other medications or substances could occur. As a manufacturer and distributor of adult-use and medical cannabis products, or in its role as a service provider to, an entity that is a manufacturer, distributor and/or retailer of adult-use or medical cannabis products, the Company may be subject to various product liability claims, including, among other things, that the cannabis product caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the business, results of operations, financial condition or prospects of the Company. There can be no assurances that the Company will be able to maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to maintain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products or otherwise have a material adverse effect on the business, results of operations, financial condition or prospects of the Company.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Such recalls cause unexpected expenses of the recall and any legal proceedings that might arise in connection with the recall. This can cause loss of a significant amount of sales. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's products were subject to recall, the reputations of that product and the Company could be harmed. Additionally, product recalls can lead to increased scrutiny of operations by applicable regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Risks Related to the COVID-19 and other Pandemics

Global or national health concerns, including the outbreak of pandemic or contagious diseases, such as COVID-19 or its variants, may adversely affect the Company. The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. The extent of such impacts is currently unquantifiable, but may be significant. Such impacts include, with respect to its operations, its suppliers' operations and its customers' operations, forced closures, mandated social distancing, isolation and/or quarantines, impacts of declared states of emergency, increased government regulation, public health emergency and similar declarations and could include other increased government regulations, reduced sales, and potential supply and staff shortages, all of which are expected to negatively impact the business, financial condition and results of operations of the Company and thus may impact the ability of the Company to comply with financial covenants, satisfy its obligations to its lenders and other parties, which may in turn may adversely impact, among other things, the ability the Company to access debt or equity capital on acceptable terms or at all.

Disruption of Supply Chain Including Impact of Climate Change

Conditions or events including, but not limited to, those listed below could disrupt the Company's, and other industry participant's, supply chains, interrupt operations, increase operating expenses, and thereby result in loss of sales, delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters

such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, climate change driven disruptions, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (iii) political instability, social and labour unrest, war or terrorism; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road. The extent to which any contagious disease impacts the Company's results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of this or any other outbreak and the actions to contain those outbreaks or treat its impact, among others.

Consumer Behaviour and Digital Shift

Digital and e-commerce platforms have created additional competition and cost to what previously existed in a traditional retail context. Retail outlets must now incur expenses in connection with growing both their digital and brick-and-mortar presences. These costs are being driven down to suppliers with increased listing fees, sales fees and margin requirements from retailers. Consumers now regularly default to digital platforms for more assortment and better pricing. This continued pressure from digital retailers is causing store closures, especially from the small independent operator and this impacts some of the Company's distribution points.

Environmental, Social and Governance Legislation (ESG) Legislation and Climate-Related Disclosures

Environmental legislation has evolved in a manner that has resulted in stricter standards and enforcement, larger fines and liability for non-compliance and increased capital expenditures and operating costs. The environmental issues affecting the Company's operations include extended producer responsibility on plastics and packaging, electricity consumption, fossil fuel use in the transport of goods, air pollution laws and regulations, regulations relating to climate change, hazardous waste regulation, and restrictions against greenhouse gas emissions. The discharge of pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production activities that could adversely affect the Company's financial condition, results of operations or prospects. Changes in legislation, including carbon taxes, the implementation of other greenhouse gas reduction initiatives and regulations related to transitioning to a low-carbon and more climate resilient future, and the implementation of climate-related disclosure regimes, could result in additional costs, which could have a negative impact on the Company's financial performance if the Company is not able to identify offsetting cost reductions and efficiencies, or other legal liabilities and financial ramifications for the Company if the Company's management of its greenhouse gas emissions do not meet stakeholder expectations.

The Company must also manage a number of social and governance-related matters in order to safeguard the sustainability of its operations and the interests of its stakeholders. Such matters include ensuring product quality and safety, ethical testing and selling practices, accurate and complete product labelling, supply chain management and oversight to ensure that the Company's suppliers are complying with the ethical standards and code of conduct set out by the Company, and meeting upcoming disclosure obligations with respect to the Company's supply chain management and oversight. The Company's failure to implement appropriate oversight and reporting practices to ensure the foregoing and meet applicable disclosure requirements, particularly as the Company's operations continue to grow, may result in legal and financial liability for the Company, lasting impacts on the Company's stakeholders, and subsequent long-term impact on the Company's operations. Please also see "Product Liability" and "Product Recalls" in this "Risks and Uncertainties" section for further information.

Global Economic Conditions

An economic downturn of global capital markets has been shown to make the raising of capital by equity or debt financing more difficult, and in general, negatively impacts overall share prices and market conditions. Global equity markets have experienced significant volatility and weakness as a result of COVID-19. Such volatility and weakness in the global economy and equity markets more specifically may adversely affect the Company's ability to raise necessary capital.

In addition to the above, the Company is also subject to the following risks and uncertainties that can significantly affect its financial condition and future operations. The following risk factors are described in greater detail under the heading "Risks and Uncertainties" in the Company's Annual Information Form dated March 2, 2021, for the year ended June 30, 2020, available under the Company's profile at www.sedarplus.com, and such risk factors are hereby incorporated by reference into this document and should be reviewed in detail by all readers:

- industry competition;
- additional financing;
- access to capital;
- history of net losses;

- credit, liquidity, interest, currency and commodity price risk;
- the Company's actual financial position and results of operations may differ materially from the expectations of the Company's management;
- requirement to generate cash flow for financial obligations;
- profitability of the Company;
- ongoing costs and obligations;
- general business risk and liability;
- new well-capitalized entrants may develop large-scale operations;
- share price volatility;
- reliance on key inputs;
- reliance on facilities;
- results of future clinical research;
- holding company status;
- limited operating history;
- unfavourable publicity on consumer perception;
- product liability;
- product recalls;
- third -party transportation;
- management of growth;
- acquisition strategy risks;
- reliance on management;
- conflicts of interest;
- principal security holder;
- dividends;
- limited market for securities;
- litigation;
- perceived reputational risk for third parties;
- intellectual property;
- political and economic instability;
- ability to establish and maintain bank accounts;
- global economy risk;
- research and development;
- shelf life of inventory;
- maintenance of effective quality control system;
- scheduled maintenance, unplanned repairs, equipment outages and logistical disruptions;
- logistical disruptions;
- client risks including customer concentration risk;
- no minimum orders;
- distribution risks;
- lack of long-term client commitment risk;
- risk as a result of international expansions;
- operations in foreign jurisdictions;

- reliance upon international advisors and consultants;
- significant sales of Common Shares;
- analyst coverage;
- tax risks;
- tax issues;
- reliance on partner licences;
- general regulatory risks;
- packaging and labelling;
- advertising;
- restrictions on marketing;
- breaches of security;
- foreign jurisdiction risks;
- competition;
- product liability;
- product recalls;
- operating risk and insurance coverage;
- results of future clinical research;
- dependence on suppliers, manufacturers and contractors;
- co-investment risk;
- difficulty to forecast and reliability of data;
- competition from synthetic production and technological advances; and
- fraudulent or illegal activity by employees, contractors and consultants.

CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reporting amounts of assets and liabilities at the date of the consolidated financial statements and reporting amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the Interim Financial Statements.

Areas that often require significant management estimates and judgement include biological assets and inventory, the estimated useful lives and depreciation of property, plant and equipment, the estimated useful lives and amortization of intangible assets, goodwill, share-based compensation, warrants, accruals, provisions and the determination of the functional currency. The following is an outline of the estimates that the Company considers as critical in the preparation of its consolidated financial statements:

- Inventory is valued at the lower of cost and net realizable value. Determining net realizable value requires the Company to make assumptions about estimated selling prices in the ordinary course of business and the estimated variable costs to sell. Determining cost requires the Company to make estimates surrounding capacity and to allocate both direct and indirect costs on a systematic basis.
- The assessment of any impairment on property, plant and equipment, right-of-use asset and intangible assets is dependent upon estimates of recoverable amounts. As the recoverable amount is the higher of fair value less costs of disposal and value in use, management must consider factors such as economic and market conditions, estimated future cash flows, discount rates and asset specific risks.
- Depreciation and amortization of property, plant and equipment and intangible assets are dependent upon estimates of useful lives and when the asset is available for use, which are determined through the exercise of judgment. The assessment of the useful lives and when the asset is available for use is dependent upon estimates that take into account factors such as economic and market conditions, frequency of use, anticipated changes in laws and technological improvements.

- In calculating share-based compensation expense, the Company includes key estimates such as the rate of forfeiture of options granted, the expected life of the option, the volatility of the Company's share price, and the risk-free interest rate.
- 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 utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depends 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 realize the net deferred tax assets recorded at the reporting date could be impacted.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has not adopted any new standards in the year ended June 30, 2023. The Company is evaluating the impact of standards and interpretations that have been issued, but are not yet effective, up to the date of issuance of the Interim Financial Statements. The adoption of these standards and interpretations are not expected to have a material impact on the Company's financial statements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this MD&A, including the Interim Financial Statements, is the responsibility of management. In the preparation of the Interim Financial Statements, estimates are sometimes necessary to make a determination of future value or certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements. Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

MANAGEMENT'S REPORT ON DISCLOSURE CONTROLS AND PROCEDURES

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the Company's filings under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Management of the Company has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the years presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the years presented. There have been no significant changes in the Company's disclosure controls and procedures, and management has not identified any material weaknesses in its disclosure controls and procedures during the three months ended September 30, 2023.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any system of controls and procedures over financial reporting and disclosure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.