



TIDAL
ROYALTY CORP.

October 2018
Corporate presentation

LEGAL DISCLAIMER

Disclaimers

This presentation of Tidal Royalty Corp. (“Tidal Royalty”) is for information only and does not constitute an offer to buy, sell, issue or subscribe for, or the solicitation of an offer to buy, sell or issue, or subscribe for, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The information contained herein is subject to change without notice and is based on publicly-available information, internally-developed data, and other sources. Where any opinion or belief is expressed in this presentation, it is based on the assumptions and limitations mentioned herein and is an expression of present opinion or belief only. No warranties or representations can be made as to the origin, validity, accuracy, completeness, currency or reliability of the information. Tidal Royalty disclaims and excludes all liability (to the extent permitted by law), for losses, claims, damages, demands, costs and expenses of whatever nature arising in any way out of or in connection with the information in this presentation, its accuracy, completeness or by reason of reliance by any person on any of it.

This presentation should not be construed as legal, financial or tax advice to any individual, as each individual’s circumstances are different. Investors should consult with their own professional advisors regarding their particular circumstances.

The information contained in this presentation is not directed to persons or entities resident in the United States and does not constitute an offer or solicitation by anyone in the United States or in any other jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation, unless otherwise exempt from United States securities legislation.

Forward-Looking Statements

Certain statements in this presentation are “forward-looking statements”. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always using words or phrases such as “expect”, “seek”, “endeavour”, “anticipate”, “plan”, “estimate”, “believe”, “intend”, or stating that certain actions, events or results may, could, would, might or will occur or be taken, or achieved) are not statements of historical fact and may be “forward-looking statements”. Forward-looking statements are based on expectations, estimates and projections at the time the statements are made that involve a number of risks and uncertainties which would cause actual results or events to differ materially from those presently anticipated. Forward-looking statements are based on expectations, estimates and projections at the time the statements are made and involve significant known and unknown risks, uncertainties and assumptions. A number of factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward- looking. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this document. Investors should not place undue reliance on these forward-looking statements. Although the forward-looking statements contained in this presentation are based upon what Tidal Royalty currently believes to be reasonable assumptions, Tidal Royalty cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. Except as required by law, Tidal Royalty does not have any obligation to advise any person if it becomes aware of any inaccuracy in or omission from any forward-looking statement, nor does it intend, or assume any obligation, to update or revise these forward-looking statements to reflect new events or circumstances.

MARKET OPPORTUNITY



MARKET OPPORTUNITY

Despite significant U.S. market growth, the inconsistency between federal and state laws restricts capital and **creates a significant opportunity for Tidal Royalty** to fund best-in-class operators

MARKET OPPORTUNITY

64%

Americans support legalization¹

76%

Americans oppose federal intervention in state-lawful cannabis programs²

31

states & Washington DC have legalized medical cannabis

9

states & Washington DC have legalized recreational cannabis

65%

of Americans now live in a state with some form of cannabis use and sales³

+300%

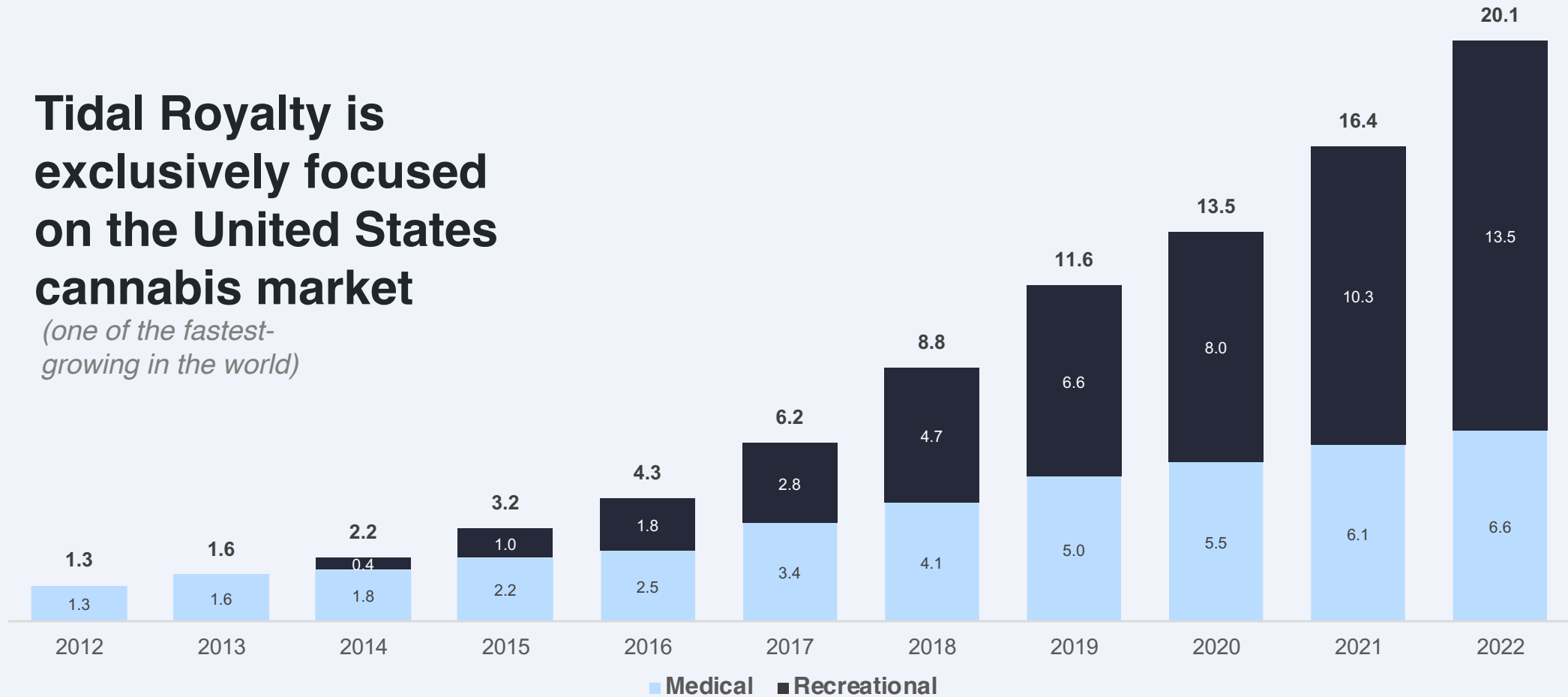
increase in sales expected from 2017 to 2022³



MARKET OPPORTUNITY

Tidal Royalty is exclusively focused on the United States cannabis market

(one of the fastest-growing in the world)



U.S. Cannabis Retail Sales Estimates (in US\$ Billions)



MANAGEMENT TEAM

Paul Rosen
Chairman & CEO

Terry Taouss
President

Theo van der Linde
CFO

Jonathan Beland
VP, Corporate
Development

Stefania Zilinskas
General Counsel

Founder / Executive / Director



Advisory



Timeless Herbal Care



WHY TIDAL ROYALTY?

Tidal Royalty is a United States-focused cannabis royalty company

- Raised CA\$40 million to date to invest in U.S. cannabis projects
- Incorporated in British Columbia, with offices in Toronto and Los Angeles

CSE: RLTY.U

Trades on the Canadian Securities Exchange as of June 25, 2018

OTC: TDRYF

Trades on the OTC Market as of July 12, 2018 and is DTC eligible as of August 13, 2018

TIDAL ROYALTY WILL BE THE PREMIER CANNABIS ROYALTY COMPANY

Our team has built, led, and advised some of the most iconic cannabis businesses in Canada and across the world

We leverage this expertise to provide value-adding capital to exceptional operators and help position them as a model for best-in-class businesses

The industry-leading operators that we finance benefit from our non-dilutive capital, and our investors get top line access to the companies that will form the future of this society-benefiting industry

INDUSTRY FOCUS

Initial focus is key US adult-use markets

(including California, Massachusetts, Florida, New York, Illinois, and Nevada)



STANDARD ROYALTY TERMS

15%

Of Net Revenue

99

Years

1ST

Priority Charge
Secures Obligations

\$10-25MM

Target Investment Size

ROFR

Future Projects

ATTACHES

All Revenue Generated
by Financing



STANDARD STRUCTURE AND DETAILS

CAPITAL EXPENDITURE FINANCING

- Land acquisition
- Building construction & expansion
- Equipment purchase

SECURED BY ASSETS

- Land
- Building
- Equipment
- Inventory
- License
- Corporate shares

TYPICAL TARGET QUALIFICATIONS

| No claims or liens with IRS | Audited financial statements | Industry relevant operating history |

| Seed-to-sale tracking software installed | No dividend preferences |

| No prior bankruptcies or insolvencies | State-granted license in good standing |



WHY TIDAL ROYALTY?

FOR OPERATORS

Non-dilutive capital

Ability to finance substantial expansion projects

Speed to closing

FOR SHAREHOLDERS

Top-line royalty

Massive market opportunity

Diversified exposure to US cannabis industry



PORTFOLIO OVERVIEW

PORTFOLIO - DIEM CANNABIS

Definitive agreement signed with Diem Cannabis (“Diem”) to finance Diem’s expansion into Massachusetts

- Tidal Royalty to provide \$12.5MM over the next three years to develop and operate a large-scale cultivation and processing facility and up to four dispensaries in Massachusetts.
- In exchange, Tidal Royalty will enter into a lease with Diem which will be economically equivalent to a 15% top-line revenue royalty



About Diem

- Diem is an experienced licensed operator in the highly-competitive Oregon market
- The company – founded by executives with Silicon Valley and Wall Street experience – has cultivation, retail and home delivery operations in Salem and Portland
- Diem is known for its unique retail experiences that create safe, inviting environments for new and experienced consumers
- Leafly – the largest cannabis website in the world – ranks Diem’s Salem retail location as one of the top dispensaries in Oregon, calling the store “downright beautiful” and “Instagram-worthy”

PORTFOLIO - ALTMED

Binding Letter of Intent signed with CannaRoyalty Corp. to purchase AltMed Royalty and Equity

- Tidal Royalty to purchase CannaRoyalty Corp.'s royalty entitlement and equity in Alternative Medical Enterprises, LLC, (“AltMed”)
- The aggregate consideration for the acquisition is C\$8MM, in a combination of cash and Tidal Royalty's stock
- Pursuant to the Agreement, Tidal Royalty will acquire a royalty on U.S. and international sales of AltMed's MüV™ product line and an equity interest in AltMed



About AltMed

- AltMed is led by former senior pharmaceutical executives and has captured market share by implementing pharma industry standards to the development, production and dispensing of medical cannabis
- AltMed has vertically-integrated operations in both Florida and Arizona, pursuant to such states' regulated cannabis programs, and currently has applications for licenses pending in Ohio
- In addition to distributing its own award-winning product line (MüV™) of topicals, gels, concentrates and transdermal patches, AltMed has distribution partnerships with leading cannabis brands – including with Wana Brands, a leading producer of cannabis-infused products

INDICATIVE DEAL TYPES

1. “Building Expansion”

- Seasoned operator with 100,000+ sq. ft. of canopy, existing distribution network
- Require additional facility in California to meet market demand
- \$15MM financing to develop cultivation and processing facility

2. “Multi-State Expansion”

- Established vertically-integrated operator in Oregon (cultivation & retail)
- Expanding operations to Massachusetts and Alaska
- \$25MM financing to develop cultivation facility, processing facility, and 3 dispensaries in each state

3. “Retroactive Look-Back”

- Established vertically-integrated operator in Nevada (cultivation & processing)
- Operator looking to ‘take money off the table’
- \$15MM financing attaches royalty to existing operations (immediately cash-flow generating)

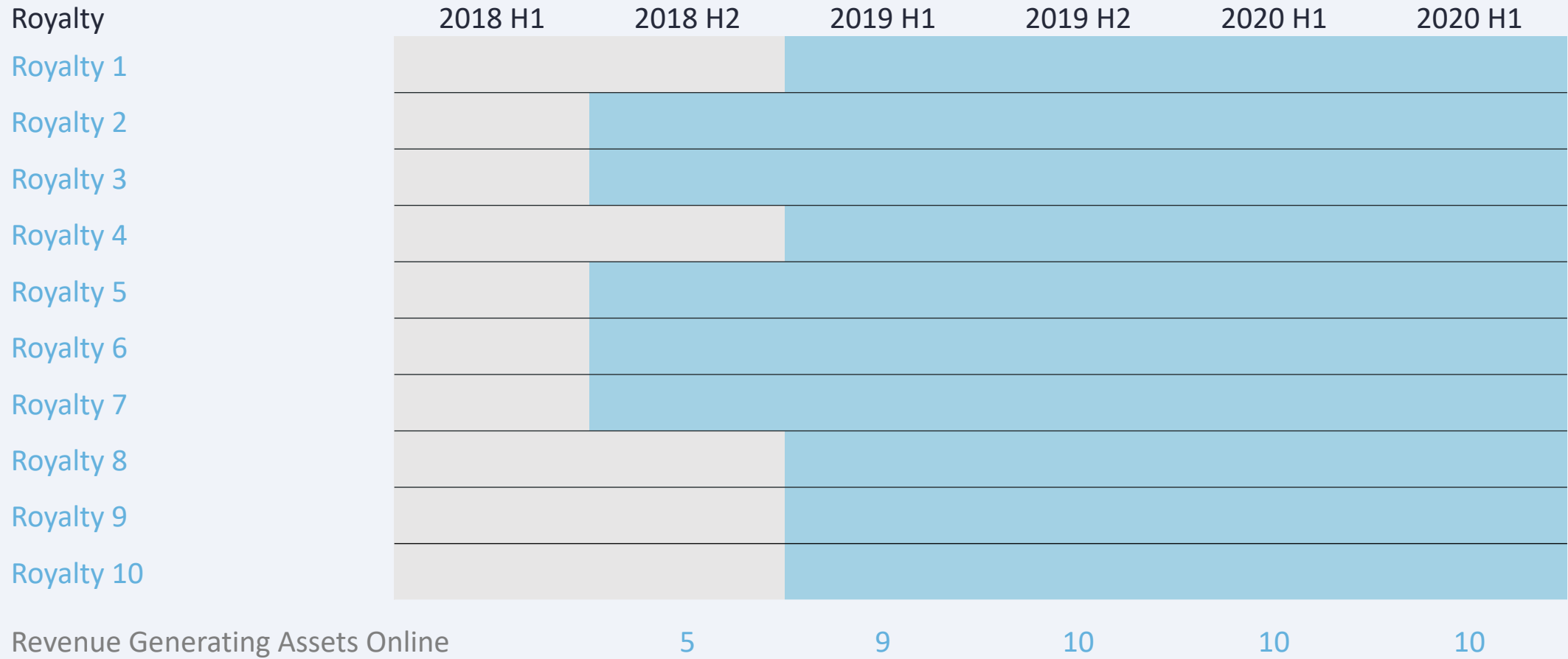


POTENTIAL ROYALTY AGREEMENTS - OVERVIEW

Royalty	Location	Asset Type	Status	Rev Start	Investment	Est. Annual Rev (Asset)
Royalty 1	Nevada	Integrated	Late Stage Negotiations	2019	\$15MM	\$40MM
Royalty 2	Nevada	Integrated	Late Stage Negotiations	2018	\$10MM	\$25MM
Royalty 3	Illinois	Integrated	Late Stage Negotiations	2018	\$40MM	\$90MM
Royalty 4	California	Integrated	Late Stage Negotiations	2019	\$20MM	\$100MM
Royalty 5	California	Integrated	Late Stage Negotiations	2018	\$15MM	\$40MM
Royalty 6	California	Integrated	Late Stage Negotiations	2018	\$5MM	\$25MM
Royalty 7	Multi-state	Integrated	Late Stage Negotiations	2018	\$5MM	\$60MM
Royalty 8	Florida	Integrated	Due Diligence	2019	\$50MM	\$120MM
Royalty 9	New York	Integrated	Due Diligence	2019	\$10MM	\$40MM
Royalty 10	Alaska	Integrated	Late State Negotiations	2019	\$12MM	\$35MM



POTENTIAL ROYALTY AGREEMENTS - REVENUE GENERATION



DEAL EXECUTION PROCESS



APPENDIX: BIOGRAPHIES

MANAGEMENT TEAM

Paul Rosen Chairman & CEO

Paul Rosen is a noted career entrepreneur and management consultant. Over the last 5 years, he has become one of Canada's most active and diversified investors in the emerging cannabis industry. He is the founder and Managing Director of BreakWater Venture Capital, a private venture capital fund and advisory based in Toronto.

Paul Rosen was a co-founder of PharmaCan Capital, now d.b.a. The Cronos Group (CRON:NASDAQ, CRON.V). Paul served as President and CEO for three years. Paul sits on the Board and chairs the Audit Committee of iAnthus Capital Holdings (IAN.C), a publicly traded New York based investment bank. Paul also sits on the Board of Hill Street Beverages, and advises several companies across multiple industries.

Paul is a member of the Law Society of Upper Canada, and received a B.A. in Economics from Western University in 1985 and an LL.B. from the University of Toronto in 1988.

Terry Taouss President

Terry is a lawyer and entrepreneur. Terry was part of the founding management team at SiteScout, an advertising technology company which he helped profitably grow through its acquisition by Centro. He then served as the Managing Director of Centro's Canadian operations, with carriage over strategy, product, marketing and sales. Under his stewardship, the business unit grew to \$100MM+ in annual revenue. During this time, Terry was also a member of Centro's executive team, helping guide strategy for the company's broader technology and services offering.

Prior to SiteScout, Terry built a corporate law practice advising some of the fastest-growing technology companies in Canada. Among other areas, his practice encompassed securities law, corporate finance, and M&A.

Terry received a J.D. from Osgoode Hall Law School and an M.B.A. from the University of Toronto. He is a member of the Law Society of Upper Canada, and is an investor and strategic business advisor to multiple early-stage companies.

Theo van der Linde CFO

Theo van der Linde is a Chartered Accountant with 20 years extensive experience in finance, reporting, regulatory requirements, public company administration, equity markets and financing of publicly traded companies. He has served as a CFO & Director for a number of TSX Venture Exchange and Canadian Securities Exchange (CSE) listed companies over the past several years. Industry experience include financial services, manufacturing, oil & gas, mining and retail industries. More recently, Mr. van der Linde has been involved with future use trends of natural resources as well as other disruptive technologies. He has worked and is currently working on projects in South Africa, West-Africa, East-Africa, Peru, United Kingdom, Sri-Lanka, the United States and Norway.

Theo holds a B.Comm (Hons) in Finance, is a Chartered Accountant and is a member of good standing of the Institute of the Chartered Public Accountants of British Columbia.

Jonathan Beland VP, Corporate Development

Jonathan has been focused on investing and providing corporate advisory to some of the marquee clients in the cannabis sector since 2016.

Prior to joining Tidal, Jonathan spent seven years in mid-level sell side investment banking roles with BMO, Deloitte and other firms focusing on the cannabis and mining sectors, and seven years in professional services in both consulting engineering at AECOM and ICI facility construction management working on major projects across Canada. Some of the core clients Jonathan was responsible for covering included Canopy Growth, Aurora Cannabis, MedReleaf, PotashCorp, Mosaic, Agrium, BHP, Vale, CN, CP and Aecon.

Jonathan holds a B.A. in Architectural Theory and History from Carleton University, an Associate's Degree in Architectural Technology from George Brown College, an M.B.A. from the University of Toronto specializing in Investment Banking and has passed the Level II exam of the Chartered Financial Analyst program. He is also a registered Exempt Market Practitioner licensed to distribute securities.

Stefania Zilinskas General Counsel

Stefania is a lawyer with significant capital markets experience. Stefania comes from an extensive background in securities law having worked for over five years in both the Toronto and New York offices of a leading Canadian business law firm. Her experience includes advising on corporate governance, capital markets transactions (debt and equity), registrations and continuous disclosures. Stefania has considerable experience focusing on Canada/U.S. cross-border M&A transactions and financings, especially as they relate to private equity transactions.

Prior to law, Stefania worked as a communications and media consultant.

Stefania is a member of the Law Society of Ontario and studied at the University of Toronto Faculty of Law. She also received an Honours Bachelor of Journalism, Summa Cum Laude, from Carleton University in Ottawa, Ontario.

Brian Penny, CPA, CMA Director and Chair of Audit Committee

Mr. Penny is a Chartered Professional Accountant with over 30 years of experience in financial management, strategic planning, and financial reporting. He was Executive Vice President and CFO of New Gold Inc. (TSX:NGD), a multi-national mining company, from 2009 until 2017. Mr. Penny served as the Vice President of Finance and CFO of Kinross Gold Corporation (TSX:K), one of the world's largest gold producers, from 1993 until 2004. He has also served as CFO of Western Goldfields Inc. and Silver Bear Resources, and as a member of the Board of Equinox Minerals Limited, Alamos Gold Inc. and Baffinland Iron Mines Limited.

In his career, Mr. Penny has overseen billions of dollars of financing, completed an initial public offering, and overseen financial reporting and disclosure for numerous reporting issuers.

ADVISORY BOARD



Hugo Alves Auxly Cannabis Group – President & Director

Hugo is known as Canada’s leading advisor in the cannabis industry, having represented a variety of global industry participants, including licensed producers, licensed producer applicants, licensed dealers, e-commerce platforms, seed-to-sale software developers, design and build firms, patient aggregators, equipment manufacturers and distributors, and cannabis branding companies. Hugo has acted as lead counsel or played a key role in a wide variety of transactions since the inception of the cannabis industry in Canada and is widely regarded as a Canadian cannabis industry pioneer.



Marc Lustig CannaRoyalty – Chief Executive Officer

Mr. Lustig holds MSc and MBA degrees from McGill University. He began his professional career in the pharmaceutical industry at Merck & Co. In 2000, he started his capital markets career in institutional equity research in the Life Sciences sector at Orion Securities. For the next 14 years, Mr. Lustig worked as a senior producer at GMP Securities L.P. and as Head of Capital Markets at Dundee Capital Markets before becoming Principal at KES 7 Capital. Mr. Lustig founded CannaRoyalty Corp. in early 2015.



Joel Sherlock Vitalis Extraction Tech – Co-Founder / Chairman

A serial entrepreneur Mr. Sherlock is a born connector who has been building great teams and delivering the expertise to execute. Studying Finance at UBC and Harvard Business School Mr. Sherlock has been at the helm of 9 successful start-ups and corporate exits, including one of BC’s top private real estate brokerages, a national first action sports e-commerce company, a successful corporate consulting firm and 3 private equity funds. Mr. Sherlock was co-Founder of one of the industry’s first Private Equity funds Doventi Capital. He is currently focused on growing Vitalis Extraction Technologies, the worlds leading Manufacturer of Cannabis and Hemp CO2 and Ethanol Processing equipment.



Richard Brooks Brooks Business Lawyers – Managing Partner

Richard Brooks is the managing partner of Brooks Business Lawyers, a boutique business law firm located in Toronto, Canada which he founded in 1999 and which services the needs of Canadian businesses and their stakeholders. Richard’s practice is focused exclusively on business law including: mergers, acquisitions and divestitures, corporate finance, entrepreneurial services, commercial real estate, information technology and corporate strategy. Prior to founding Brooks Business Lawyers, Richard practiced international law in the Toronto office of Baker & McKenzie. Richard is a serial entrepreneur and angel investor and has served on numerous boards for non-profits and other charities.

**RELEVANT
INFORMATION
BY STATE**

TARGET STATE: CALIFORNIA

Type of Regulation	Medical	Recreational
Year passed	1996 (possession and use), 2015 (authority to license and regulated businesses)	2016
Regulations and Licensing	Historically has varied by town/county. Bills passed in 2015 establish regulatory framework that will be implemented once final rules are fully developed. Emergency rules released Nov 16, 2017, allows companies to obtain 120 day licenses as of Jan 1, 2018. No caps. No restrictions on product types.	Will be covered under the same framework as medical. Emergency rules passed Nov 16, 2017 also apply to recreational. January 1, 2018 marked the start of recreational sales in California. No caps. No restrictions on product types.
Dispensary/Retail Store Structure	For-profit	For-profit
State population		39.54 million
Estimated in State Patients/Customers	800,000-900,000 (and does not accept out-of-state patients)	4.0 million to 5.0 million
Estimated 2018 Sales	\$1.5 billion to \$1.8 billion	\$800 million - \$1.2 billion
Wholesale spot pricing		~\$1,600 / lbs., indoor flower
Overall	Massive opportunity due to market size, rec implementation, technology, history of in-state MJ	
Tidal Royalty Current Deals	~\$20 million investment in a cultivation and manufacturing asset, expected online in 2019 ~\$15 million expansion on existing cultivation and manufacturing asset, expected online in 2018	



TARGET STATE: NEVADA

Type of Regulation	Medical	Recreational
Year passed	2000 (possession and use), 2013 (authority to license and regulated businesses)	2016
Regulations and Licensing	State framework implemented, heavy requirements for state applicants. Most product types allowed (no candies). No restrictions on types of products. Dispensaries capped at 66, no cap on cultivators.	On July 1, 2017, an early-start program allowed existing medical dispensaries the ability to sell to recreational. On April 10, 2018, applications for rec. licenses from qualified existing MMJ establishments commenced. May be open to non-existing MMJ starting November 2018. Dispensaries capped at 172, no cap on cultivators.
Dispensary/Retail Store Structure	For-profit allowed	For-profit allowed
State population		2.998 million
Estimated in State Patients/Customers	21,579 (does accepted out-of-state patients)	290,000-320,000 (not incl. tourism)
Estimated 2018 Sales	\$10 million – \$15 million	\$75 million - \$150 million
Wholesale spot pricing		~\$2,500 / lbs., indoor flower
Overall	Massive opportunity due to tourism, rec. implementation, near-term supply constraints	
Tidal Royalty Current Deals	~\$15 million expansion on existing vertically integrated asset, expected online in 2019 ~\$10 million expansion on existing cultivation and manufacturing asset, expected online in 2018	



TARGET STATE: FLORIDA

Type of Regulation	Medical	Recreational
Year passed	2014 (CDB oil), 2016 (broader MMJ system)	Recreational not passed.
Regulations and Licensing	Regulations still being established having been significantly delayed. Final regulations expected to be strict. Only 13 medical marijuana treatment center licenses currently granted. Vertical integration mandated, 25 dispensaries allowed per license. Currently non-smokable products only.	n/a
Dispensary/Retail Store Structure	For-profit allowed	n/a
State population		20.98 million
Estimated in State Patients/Customers	100,576 (does not accept out-of-state patients)	n/a
Estimated 2018 Sales	\$175 million - \$235 million	n/a
Wholesale spot pricing	n/a	n/a
Overall	Large potential market size, highly valuable limited licenses and mandated vertical integration	
Tidal Royalty Current Deals	~\$50 million build out of cultivation and retail locations, expected online in 2019	



TARGET STATE: MASSACHUSETTS

Type of Regulation	Medical	Recreational
Year passed	2012	2016
Regulations and Licensing	Heavy and strict regulations. Dispensaries must cultivate majority of cannabis they sell on site. Licensing of medical establishments has been slow with many entities holding provisional licenses only for significant periods. Most product types allowed. No caps on licenses.	Heavy and strict. No limits on number of licenses yet. Regulations were finalized in March 2018. First licenses will be issued on June 1, 2018, with sales to begin July 1, 2018. Most product types allowed. No caps on licenses.
Dispensary/Retail Store Structure	For-profit allowed	For-profit allowed
State population		\$6.86 million
Estimated in State Patients/Customers	52,979 (does not accept out of state patients)	725,000 – 800,000
Estimated 2018 Sales	\$120 million - \$160 million	\$150 million - \$250 million
Wholesale spot pricing		~\$2,500 / lbs.
Overall	Significant opportunity due to rec implementation, market size, competitive application process	
Tidal Royalty Current Deals	~\$12 million investment in vertically integrated facilities, expected online in 2019	



TARGET STATE: ALASKA

Type of Regulation	Medical	Recreational
Year passed	1998	2014
Regulations and Licensing	Stand-alone business not allowed. Licenses only available for recreational program.	Heavy and strict rules enacted. No limits currently on number of licenses. Over 70 cultivators now online, up from only 17 at the start of 2017. Most product types allowed. No state-wide caps on licenses.
Dispensary/Retail Store Structure	n/a	For-profit allowed
State population		739,795
Estimated in State Patients/Customers	1,054 (does not accept out of state patients)	70,000 – 90,000
Estimated 2018 Sales	n/a	\$70 million - \$80 million
Wholesale spot pricing		~\$4,400 / lbs., indoor
Overall	Significant opportunity due to near-term supply constraints, particularly for concentrates/edibles	
Tidal Royalty Current Deals	~\$12 million investment in vertically integrated facilities, expected online in 2019	



TARGET STATE: ILLINOIS

Type of Regulation	Medical	Recreational
Year passed	2013	Recreational not passed
Regulations and Licensing	Heavy and strict regulations. Caps on the number of licenses (60 dispensaries and 22 cultivators). Medical marijuana program is a pilot program set to expire on July 1, 2020. Most product types allowed, some edibles banned. Dispensaries capped at 60, cultivators capped at 22.	n/a
Dispensary/Retail Store Structure	For-profit allowed	n/a
State population		12.8 million
Estimated in State Patients/Customers	34,700 (does not accept out of state patients)	n/a
Estimated 2018 Sales	\$130 million - \$150 million	n/a
Wholesale spot pricing		~\$3,000 / lbs.
Overall	Significant opportunity due to capped licenses, near-term supply constraints.	
Tidal Royalty Current Deals	~\$40 million expansion on vertically integrated assets, expected online in 2018	



TARGET STATE: NEW YORK

Type of Regulation	Medical	Recreational
Year passed	2014	Recreational not passed
Regulations and Licensing	Heavy regulations, very limited on types of products offered, strains that can be grown. Flower and most forms of edibles are prohibited. Only 10 vertically integrated licenses currently allowed. Prices set by state commissioner.	n/a
Dispensary/Retail Store Structure	For-profit allowed	n/a
State population		19.85 million
Estimated in State Patients/Customers	52,435 (does not accept out of state patients)	n/a
Estimated 2018 Sales	\$50 million - \$70 million	n/a
Wholesale spot pricing	n/a	n/a
Overall	Massive opportunity for those with licenses due to market size and supply constraints	
Tidal Royalty Current Deals	~\$10 million investment in vertically integrated assets, expected online in 2019	





TIDAL
ROYALTY CORP.

inquiry@tidalroyalty.com

161 Bay St. Suite 4010
TD Canada Trust Building
Toronto, On. M5J 2S1