MUSTGROW BIOLOGICS CORP.

Management's Discussion and Analysis

For the six months ended June 30, 2020

General

This management discussion and analysis of financial position and results of operations ("**MD&A**") is prepared as at August 27, 2020 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2019 and related notes of MustGrow Biologics Corp. (formerly Duport Capital Ltd.) (the "**Company**"or **"Duport"**). The audited consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee ("**IFRIC**").

Management is responsible for the preparation and integrity of the Company's consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

On March 13, 2018 the Company completed a three-cornered amalgamation (the "**Amalgamation**") pursuant to an amalgamation agreement between the Company, MPT Mustard Products & Technologies Inc. ("**MPT**") and 102023826 Saskatchewan Ltd. ("**Subco**"). Pursuant to the terms of the amalgamation agreement the Company acquired all of the issued and outstanding MPT common shares and MPT common share purchase warrants in exchange for the Company's common shares and common share purchase warrants and MPT and Subco amalgamated pursuant to the provisions of *The Business Corporations Act* (Saskatchewan). The Company issued one common share for every two MPT common share and one warrant for every two MPT warrants, for aggregate consideration of 10,454,154 common shares (post-consolidation) of the Company and 1,289,837 warrants of the Company being issued to the MPT shareholders and warrant holders.

On March 29, 2018 the Company changed its name to MustGrow Biologics Corp.

On January 1, 2020, the Company and its wholly owned subsidiary, MPT, amalgamated and continued operations as MustGrow Biologics Corp.

On May 7, 2020, the Company formed a wholly owned subsidiary, MustGrow Biologics Columbia S.A.S. to pursue market opportunities in South America.

The Company is now a publicly traded (CSE: MGRO) (OTC: MGROF) agricultural biotechnology company focused on providing natural science-based biological solutions for high value crops. MustGrow has designed and owns a United States EPA-approved natural solution that uses the mustard seed's natural defense mechanism to protect plants from pests and diseases. Approximately 110 independent tests have been completed, validating MustGrow's safe and effective signature products. This product, in granule format, is EPA-approved across all key U.S. states as a biopesticide and is designated by Health Canada's PMRA (Pest Management Regulatory Agency) as biopesticide. MustGrow has now concentrated a liquid format to be applied through standard drip or spray equipment, improving functionality and performance features. EPA-approval for the liquid formulation is in process.

Results of Operations, Cash Flows and Financial Position

For the three and six months ended June 30, 2020, the Company incurred losses of $1,074,534 and $1,807,038, respectively, compared to $337,345 and $622,174 for the same periods in 2019. The increase in the net loss reflects increased levels of activity overall and in particular: product development, marketing, corporate communications and stock-based compensation related to warrant issuances to consultants of the Company.

During the three months ended June 30, 2020, the Company issued 1,050,000 stock options to officers and directors and 650,000 warrants to Company consultants. These transactions resulted in an increase in stock-based compensation, totaling $347,721 for the three months ended June 30, 2020 compared to $25,812 for the same period in 2019.

The Company renegotiated the terms of its loan to the Saskatchewan Minister of Agriculture, extending the term from February 1, 2020 to March 1, 2022. A gain on extinguishment of debt of $105,194 was recorded to reflect the new terms.

Cash used in operating activities for the six months ended June 30, 2020 and 2019 was $1,516,767 and $541,125, respectively. The increase in 2020 was due to expenses related to product development, marketing and corporate communications.

Cash provided by financing activities for the six months ended June 30, 2020 and 2019 was $383,441 and $1,151,532, respectively. In 2020, the Company received $347,441 on exercise of warrants and $36,000 on collection of subscriptions receivable from a unit offering in 2019. In 2019, the Company received $1,151,532 related to a private placement.

Total assets decreased to $3,017,484 at June 30, 2020 from $4,092,666 at December 31, 2019 due to primarily to cash used to fund increased operations.

Total liabilities decreased to $977,065 at June 30, 2020 from $1,061,475 at December 31, 2019 primarily due to the gain on extinguishment of debt on the loan to the Saskatchewan Minister of Agriculture, offset by the accretion in the value of long-term debt.

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Revenue $	Income (loss) for the period $	Income (loss) per Share (Basic & Diluted) $
June 30, 2020	0	(1,074,534)	(0.03)
March 31, 2020	0	(732,503)	(0.02)
December 31, 2019	0	(485,972)	(0.02)
September 30, 2019	0	(409,891)	(0.02)
June 30, 2019	0	(337,345)	(0.01)
March 31, 2019	0	(284,830)	(0.01)
December 31, 2018	2,000	(280,778)	(0.01)
September 30, 2018	0	(223,156)	(0.01)

Net losses for the past eight quarterly periods have steadily increased due to increased product development, business development and investor relations activities.

Financial Condition, Liquidity and Capital Resources

The Company's working capital at June 30, 2020 was $2,713,814 including cash of $2,895,487. The Company does not generate positive cash flows. The Company is reliant on equity financing to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

During the three and six months ended June 30, 2020, the Company incurred consulting fees and office rent of $120,376 and $272,450 (2019 – $98,441 and $197,592) to companies controlled by directors and officers of the Company.

During the three and six months ended June 30, 2020, stock-based compensation related to stock options issued to directors and officers of the Company totaled $47,816 and $63,860, respectively (2019 – $24,639 and 49,277).

As at June 30, 2020 there was $13,648 accrued and payable to companies controlled by directors and officers of the Company (2019 – $14,233).

Financial Instruments and Risk Management Fair Values

The fair values of cash and equivalents, receivables, trade payables and long-term debt approximate their fair values because of their nature and relatively short maturity dates or durations. The long-term debt is valued using a discounted cash flow model taking into consideration the current market interest rate of interest with similar term to maturity and the Company's current credit quality. As at June 30, 2020, the fair value of the long-term debt is $673,395 (December 31, 2019 - $755,825).

(a) Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

(b) Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks.
The Board approves and monitors the risk management process.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant, but the Company is not currently subject to any such risks in a material way.

(i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposits at its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(ii) Foreign currency risk

The Company is not exposed to any material foreign currency risk on fluctuations in exchange rates.

(iii) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of the date of this MD&A.

Additional Share Information

As at June 30, 2020 the Company had outstanding:

(i) 37,371,339 common shares;

(ii) 8,654,921 warrants convertible into shares; and

(iii) 3,500,000 stock options convertible into shares.

Other Uncertainties

The outbreak of the Coronavirus disease ("COVID-19") has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. The duration and impact of the COVID-19 outbreak is not known at this time, nor is the efficacy of the government and central bank monetary and fiscal interventions designed to stabilize economic conditions. As a result, it is not possible to reliably estimate the length and severity of these developments or the impact on the financial position and financial results of the Company in future periods.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied.