



QUINSAM CAPITAL CORPORATION

Management's Discussion and Analysis

For the three months ended March 31, 2018

May 28, 2018

QUINSAM CAPITAL CORPORATION
Management's Discussion and Analysis
of Financial Conditions and Results of Operations
For the three months ended March 31, 2018

The following Management's Discussion and Analysis ("MD&A") constitutes management's assessment of the factors that affected the financial condition and results of operation of Quinsam Capital Corporation ("Quinsam" or the "Company") for the three months ended March 31, 2018 ("Q1 2018"). This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2018, as well as the audited consolidated financial statements and related notes for the year ended December 31, 2017 ("Fiscal 2017").

Except as otherwise indicated (see "Use of Non-GAAP Financial Measures" section in this MD&A), the Company's unaudited condensed interim consolidated financial statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and the interpretations of the IFRS Interpretations Committee. All figures in this MD&A are reported in Canadian dollars unless otherwise stated.

Caution Regarding Forward-Looking Information

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and our ability to generate taxable income from operations, our ability to realize sufficient proceeds from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, United States and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of the Company's portfolio investments are located, and other risks included elsewhere in this MD&A under the headings "Risk Factors" and "Financial Instruments" and in the Company's current annual information form and other public disclosure documents filed with certain Canadian securities regulatory authorities and available under Quinsam's profile at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

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About Quinsam

Quinsam was incorporated under the Canada Business Corporations Act on March 18, 2004 in the Province of British Columbia. The Company's shares are publicly-traded on the Canadian Securities Exchange (the "CSE") under the ticker symbol "QCA". The Company is presently domiciled in the Province of Ontario, Canada and its registered office address is at 390 Bay Street, Suite 806, Toronto, Ontario, Canada, M5H 2Y2.

Quinsam is a merchant banking firm focused on the small-cap market. The Company's merchant banking business may encompass a wide range of activities including acquisitions, advisory services, lending activities and portfolio investments. Quinsam invests its capital for its own account in assets, companies or projects which management believes are undervalued and where we see a viable plan for unlocking such value. The Company does not invest on behalf of any third-party and does not offer investment advice.

Outlook

In Q1 2018, Quinsam had continued to make substantial investments in entities operating in the cannabis market as a focused specialty investor, which aligns with the Company's strategy. As a result of good investment performance and three equity issues in 2017 and 2018, Quinsam now has a considerably strengthened statement of financial position (see "Overall Performance and Investments" and "Results of Operations" for more details).

With the additional capital raised in its latest financing in March 2018, the Company now has access to over \$30 million investable capital thereby easily qualifying it as an accredited investor in Canada.

The Company had also added considerable knowledge and expertise to the team, in the field of cannabis companies with a number of personnel changes in Fiscal 2017:

In September 2017, Mr. Terry Booth joined the Board of Directors of the Company. Mr. Booth is the CEO & Founder of Aurora Cannabis Inc. ("Aurora"), one of Canada's preeminent licensed cannabis producers. Mr. Booth oversees Aurora's corporate strategy and has served as President/CEO of six other highly successful companies where he developed his hands-on approach, leadership skills and developed a wealth of experience in government regulatory environments. His addition to the team will ensure the execution of the Company's strategy to build robust partnerships and effectively deploy capital within the cannabis space.

In October 2017, the Company entered into a share exchange agreement to acquire High Standard Royalty Corp. ("High Standard"), a company founded by FMI Capital Advisory ("FMICA") which is managed by Mr. Adam Szweras and Mr. Peter Bilodeau. FMICA has advised numerous companies operating in the cannabis sector and has developed an extensive network of licensed operators across North America and has helped cannabis companies raise over \$15 million to date in both the private and public capital markets. Mr. Szweras is a securities lawyer at Fogler, Rubinoff LLP, and is also a Director of Nutritional High International Inc. and Aurora. He has significant capital markets experience and regulatory understanding of the North American cannabis space. Mr. Bilodeau has over 35 years of experience in the business world and currently serves as the President of FMICA and CEO of High Standard. He is also the CEO of Lineage Grow Company Ltd., and has an extensive background in corporate finance, management, financial consulting and real estate and holds an MBA from Dalhousie University.

Quinsam is becoming an important "bellwether" investor for the industry, helping to power growth for public companies, as well as private companies seeking listing on recognized exchanges, and providing strategic capital on a blended loan/equity basis. As the cannabis markets expand and mature, Quinsam plans to deploy its expertise to make strategic investments and contributions to upcoming industry leaders as well as portfolio investments in niche growers, manufacturers, retailers, service providers and other companies. Quinsam intends to build a portfolio of cannabis-related investments that are targeted to generate attractive returns at acceptable levels of risk for shareholders going forward.

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While the legislative climate for cannabis remains in flux, the climate has been increasingly positive for investors in recent years.

The Company plans to continue to deploy its investable capital and to diligently manage costs in a prudent manner, which is consistent with the Company's investment guidelines.

Recent Developments

On February 9, 2018, the Company closed a transaction with two companies to provide financing for a new Access to Cannabis for Medical Purposes Regulations ("ACMPR") applicant. The Company advanced a \$1.2 million loan for a period of 12 months at an interest rate of 12%. The loan is secured by a second mortgage on a 40,000 square foot building in Brantford, Ontario on a 4-acre site. The building was purchased for approximately \$3 million and Quinsam's mortgage will be subordinate to a first mortgage of approximately \$2 million. As incentive compensation for providing the mortgage financing, the Company was awarded a 30% stake in a separate company that has made an ACMPR license application incorporating use of the building.

On February 12, 2018, Herbiculture had received a marijuana processor license (the "Processor License") to commence dispensary operations from the Maryland Medical Cannabis Commission (the "MMCC"). The Herbiculture dispensary was scheduled to open on February 24, 2018. The dispensary will be one of the few licensed medical cannabis dispensaries in Maryland. Herbiculture is one of only two license holders permitted to operate in Maryland's 14th Senatorial District. On receipt of the Processor License, Herbiculture issued common shares equal to 35% of its shares outstanding to the Company, which allows Quinsam the right to finance 100% of the funds required to establish marijuana processing operations in the form of a senior secured promissory note (the "Processor Note") with the following terms:

- i. Quinsam will receive 75% of net income derived from marijuana processing up until the Processor Note has been repaid + a 10% IRR; and
- ii. Quinsam will receive a 51% ownership interest in the marijuana processing operation.

On February 22, 2018, the Company paid its Q4 2017 quarterly dividend of \$0.00125 per share, to the shareholders of record on February 1, 2018. This marked a 14th consecutive quarter in which the Company has paid dividend to its shareholders.

On March 1, 2018, the Company closed a brokered private placement financing of 21,899,349 Units at a price of \$0.60 per Unit, for gross proceeds of \$13,139,609. Each Unit consists of one (1) Common Share and one-half (1/2) of a Warrant. Each Warrant entitles the holder to purchase one Common Share at a price of \$0.80 per Common Share, expiring on March 1, 2020. In conjunction of the brokered offering, the Company also issued 503,685 Units to the Agents.

On March 5, 2018, the Company signed a binding letter of intent ("LOI") with Medicinal Compassion Canni Farms Inc. and another company to provide financing for a late-stage ACMPR applicant. Pursuant to the LOI, Quinsam will advance a \$1.5 million loan for a period of 12 months at an interest rate of 12%. The loan will be secured by a mortgage on a 54,000 square foot building in Guelph, Ontario on a 2.75-acre lot. Security also includes an assignment of leases, personal guarantees and general security agreements. The loan is subordinate to certain other indebtedness.

On March 19, 2018, the Company appointed Keith Li as its Chief Financial Officer ("CFO"), replacing Bryan Knebel who resigned.

On April 20, 2018, the Company entered into a letter of intent ("LOI") with Lineage Grow Company Ltd. ("Lineage") to sell the Company's 35% interest in Herbiculture (the "Transaction"). The Company will retain its original USD \$655,000 loan to Herbiculture. Pursuant to the LOI, Lineage will acquire Quinsam's 35% equity interest in Herbiculture for total consideration of USD \$720,000, to be satisfied by Lineage issuing to Quinsam 3,900,000 common shares of Lineage upon closing of the Transaction at a price of USD \$0.1846

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per share. On closing, Lineage will also enter into an agreement with Herbiculture and its shareholders for Lineage to be granted a right of refusal to purchase 35% of securities offered by Herbiculture and a tag along right in case the majority shareholders of Herbiculture sell their stake. The Transaction is subject to final due diligence by the respective parties, execution of a definitive acquisition agreement which shall supersede the LOI, receipt of applicable corporate approvals, and other regulatory and/or governmental approval.

On May 23, 2018, the Company paid its Q1 2018 quarterly dividend of \$0.00125 per share, to the shareholders of record on May 1, 2018. This marked a 15th consecutive quarter in which the Company has paid dividend to its shareholders.

Overall Performance and Investments

As at March 31, 2018, the Company held cash and investments at fair value totaling \$36,812,553, as compared to \$19,354,597 as at December 31, 2017. A number of new investments were funded by proceeds raised from the March 2018 financing. The Company's investments increased by approximately \$16.2 million during Q1 2018, as compared to December 31, 2017, and the increase is attributed to net investments of \$11,104,731 during Q1 2018 (Q1 2017 – net sales of \$52,523) into the portfolio, realized gain of \$700,704 (Q1 2017 – \$239,459) and unrealized gains on investments of \$4,525,144 (Q1 2017 – unrealized loss of \$253,676). Total cash dividends of \$117,508 (Q1 2017 – \$32,350) were also paid to the Company's shareholders in the current quarter.

The Company's investments portfolio consists of the following as at March 31, 2018:

Investments	Cost	Fair Value			Total fair value
		Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Equities	9,805,080	3,195,146	-	12,832,383	16,027,529
Warrants	-	-	-	880,249	880,249
Convertible debentures	5,904,350	1,897,971	-	5,272,500	7,170,471
Loans	2,268,980	-	-	2,268,980	2,268,980
Total investments	17,978,410	5,093,117	-	21,254,112	26,347,229

The Company's investments portfolio consists of the following as at December 31, 2017:

Investments	Cost	Fair Value			Total fair value
		Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Equities	3,556,540	2,431,721	-	2,337,799	4,769,520
Warrants	-	-	-	1,268,156	1,268,156
Convertible debentures	1,822,500	510,300	-	2,682,739	3,193,039
Loans	882,935	-	-	882,935	882,935
Total investments	6,261,975	2,942,021	-	7,171,629	10,113,650

Level 3 fair value hierarchy

The fair value of Quinsam's publicly-traded investments is determined in accordance with the Company's accounting policy. The amounts at which the Company's publicly-traded investments could be disposed of currently may differ from their carrying values based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity, and current market prices may differ

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significantly from the historical prices used to calculate fair value for the purposes of the Company's unaudited condensed interim consolidated financial statements.

In cases where there is no quoted market, the shares are valued at the lower of cost or realizable value based upon management's best estimate.

For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the options and warrants are valued at intrinsic value, which is equal to the higher of the closing trade price at the end of the reporting period of the underlying security less the exercise price of the options or warrant, and zero.

Results of Operations

The Company's selected annual financial information as at and for the three most recently completed financial years ended December 31 are summarized as follows:

	2017	2016	2015
	\$	\$	\$
Net Investment Income	3,876,355	456,686	2,495,192
Income (Loss) from Operations	3,757,912	691,745	(250,467)
Net Income (Loss) and Comprehensive Income (Loss) for the Year	1,687,636	691,745	(250,467)
Net Income (Loss) per Share – Basic	0.05	0.03	(0.01)
Net Income (Loss) per Share – Diluted	0.04	0.03	(0.01)
Total Assets	19,403,962	2,989,765	2,402,451
Total Liabilities	88,614	24,625	16,042
Shareholders' Equity	19,315,348	2,965,140	2,386,409

The Company's selected financial results for the eight most recently completed quarters are as follows.

	Q1 2018	Q4 2017	Q3 2017	Q2 2017
	\$	\$	\$	\$
Net Investment Income and Revenue	5,376,046	3,995,665	212,720	(240,872)
Comprehensive Income (Loss)	4,899,146	1,816,002	183,082	(276,910)
Working Capital	36,945,506	19,315,348	2,757,063	2,600,552
Shareholders' Equity	36,840,506	19,315,348	2,757,063	2,600,552
Net Book Value per Share	0.31	0.21	0.10	0.10
Shares Outstanding	118,192,149	93,522,986	25,880,660	25,880,660

	Q1 2017	Q4 2016	Q3 2016	Q2 2016
	\$	\$	\$	\$
Net Investment Income and Revenue	(13,536)	240,723	397,360	170,835
Comprehensive Income (Loss)	(34,538)	215,485	371,384	130,739
Working Capital	2,904,032	2,965,140	2,774,037	2,456,028
Shareholders' Equity	2,904,032	2,965,140	2,774,037	2,456,028
Net Book Value per Share	0.11	0.11	0.10	0.09
Shares Outstanding	25,880,660	25,880,660	25,907,660	26,372,660

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Three Months Ended March 31, 2018

Results of Operations

During the three months ended March 31, 2018, the Company generated net investment revenue of \$5,228,848, as compared to a net investment loss of \$14,217 for the three months ended March 31, 2017. The net investment revenue in Q1 2018 comprised of realized gains on disposals of investments of \$700,704 (Q1 2017 – of \$239,459) and unrealized gains on investments of \$4,528,144 (Q1 2017 – unrealized loss of \$253,676).

During Q1 2018, other income totaled \$147,198, as compared to \$681 during Q1 2017. Other income is comprised of interest income from loans and convertible debentures and advisory services. The increase in other income in Q1 2018 was primarily related to interest earned and accrued on loans and convertible debentures investments in the period.

Total expenses for Q1 2018 increased by \$350,888, to \$371,890 (Q1 2017 – \$21,002). The increase for the current quarter was primarily attributed to non-cash stock-based compensation of \$297,890 (Q1 2017 – \$5,780) from the vesting of options granted in Fiscal 2017 and in Q1 2018, and professional fees of \$40,356 (Q1 2017 – \$5,516), due to an increased level of activities in the Company's operations. The Company had also recorded a deferred tax expense of \$105,000 (Q1 2017 – nil) during the quarter, providing for deferred tax liability from the increase in unrealized gains from its investments.

Net income and comprehensive income for the three months ended March 31, 2018 was \$4,899,146 (\$0.05 and \$0.04 per share on a basic and diluted basis, respectively), as compared to a net loss and comprehensive loss of \$34,538 (\$0.00 per share on both a basic and diluted basis, respectively) for Q1 2017.

Cash Flows

Net cash used in operating activities for the three months ended March 31, 2018 was \$11,103,735, as compared to cash flows from operations of \$38,576 in Q1 2017. The higher cash used in operations in the current quarter is due to the net additions of investments made, as investments had been reclassified and presented as an operating activity during the current quarter, to depict a more accurate cash flow picture of the Company to align with its operations.

Net cash received from financing activities for Q1 2018 was \$12,328,112, comprised of proceeds of \$13,139,610 raised from the March 2018 financing, net of cash issuance costs of \$1,152,509, proceeds from option and warrant exercises of \$92,980 and \$365,719, respectively, and the quarterly dividends paid to shareholders during Q1 2018 of \$117,508. No financings took place during Q1 2017.

Liquidity and Capital Resources

	March 31, 2018	December 31, 2017	December 31, 2016
	\$	\$	\$
Total Assets	37,002,600	19,403,962	2,989,765
Total Liabilities	162,094	88,614	24,625
Shareholders' Capital	29,752,525	17,009,005	2,194,326
Retained Earnings	7,087,981	2,306,343	770,814
Net Asset Value Per Share – Basic	0.31	0.21	0.11
Net Asset Value Per Share – Diluted	0.36	0.25	0.11

The Company relies upon various sources of funding for its ongoing operating and investing activities. These sources include proceeds from disposals of investments, interest and dividend income earned from

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investments, consulting fees, and capital raising activities such as debt and equity private placement financings.

Management believes that the Company will be able to generate sufficient cash to fund its normal course of operations through the course of purchases and disposals of existing investments.

Liabilities

The Company's present liabilities are limited to trade payables incurred in the normal course of business.

Related Party Transactions

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

Key management personnel compensation

The remuneration of directors and other members of key management personnel during the three months ended March 31, 2018 and 2017 were as follows:

	Three months ended March 31, 2018	Three months ended March 31, 2017
	\$	\$
Salaries, consulting fees and other benefits	10,500	1,500
Professional fees	14,875	-
Stock-based compensation	267,065	5,780
	292,440	7,280

During the three months ended March 31, 2018, the former CFO of the Company was paid consulting fees of \$10,500 (2017 – \$1,500) for services rendered.

On January 15, 2018, the Company and Branson Corporate Services Inc. ("Branson") entered into a management services agreement, providing for Chief Financial Officer services to the Company, as well as other accounting and administrative services. In consideration for the services provided, the Company agreed to pay a monthly fee of \$5,000. For the three months ended March 31, 2018, the Company was charged \$14,875 (2017 – \$nil) for services provided by Branson.

During the three months ended March 31, 2018, directors and officers received stock-based compensation of \$267,065 (2017 – \$5,780).

During the three months ended March 31, 2018, the Company granted 2,600,000 stock options (year ended December 31, 2017 – 4,500,000 options) to officers and directors as follows:

Date of Grant	Number of options granted	Exercise price	Date of Expiry
	#	\$	
October 19, 2017	600,000	\$0.295	October 19, 2022
October 19, 2017	100,000	0.30	October 19, 2022
December 22, 2017	3,800,000	0.48	December 22, 2022
March 19, 2018	2,600,000	0.60	March 19, 2023

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Agreements with related parties

On September 5, 2017, the Company and Foundation Markets Inc. ("FMI") entered into a private placement finder's fee agreement in relation to the October 2017 Offering. Two of the Company's directors are the President and the Chairman of FMI, respectively. On closing of the October 2017 Offering, FMI was paid a finder's fee of \$43,287 and was issued 147,242 finders' warrants exercisable at \$0.15 for a period of 2 years.

On December 11, 2017, the Company and FMI entered into a consulting services agreement, whereby FMI provided fiscal advisory and consulting services to the Company. The Company paid a cash advisory fee of \$71,000 as compensation for the services. On closing of the December 2017 Offering, FMI was also issued 219,400 finders' warrants exercisable at \$0.25 for a period of 3 years.

Investments on companies with common management personnel

During three months ended March 31, 2018 and the year ended December 31, 2017, the Company invested in certain companies which have common officers and directors. As at March 31, 2018, the Company held investment positions in the following issuers with common officers and directors:

	Types of Investments	Holdings	Fair Value
		#	\$
Aura Health Corp. ⁽¹⁾	Convertible debentures	300 units	300,000
Lineage Grow Company Ltd. ^{(2),(3),(4)}	Common shares units	438,400 units	118,368
Lineage Grow Company Ltd. ^{(2),(3),(4)}	Warrants	1,240,000 warrants	-
Lineage Grow Company Ltd. ^{(2),(3),(4)}	Convertible debentures	160 units	160,000
Nutritional High International Inc. ⁽⁵⁾	Warrants	1,250,250 warrants	-
Nutritional High International Inc. ⁽⁵⁾	Convertible debentures	750 units	750,000
			1,328,368

(1) Common Chief Financial Officer.

(2) Common Director (1) and Chief Financial Officer.

(3) A director of the Company is also the Chief Executive Officer of Lineage Grow Company Ltd. ("Lineage").

(4) A director of the Company is also the Corporate Secretary of Lineage Grow Company Ltd.

(5) A director of the Company is also a director of Nutritional High International Inc.

Off-Balance Sheet Arrangements

As at March 31, 2018 and the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company.

Investor Relations

During the three months ended March 31, 2018 and the year ended December 31, 2017, Quinsam's management handled the Company's investor relations activities.

Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The

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risk in cash is managed through the use of major financial institutions which have high credit qualities as determined by rating agencies. The Company's secondary exposure to credit risk is on its receivables and loans investments. This risk is minimal as receivables consist primarily of refundable government tax credits.

Foreign exchange risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company invests from time to time into securities and loan investments issued and denominated in foreign currencies, notably in US dollars. The Company's primary exposure to foreign exchange risk is that investments in foreign securities may expose the Company to the risk of exchange rate fluctuations.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash at variable rates. The fair value of the Company's cash and convertible debentures investments affected by changes in short term interest rates will be minimal. The Company does not use any derivative instrument to reduce its exposure to interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and investments. As at March 31, 2018, the Company was fully invested and did not have any cash holdings in broker accounts.

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at March 31, 2018:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	\$	\$	\$	\$
Accounts payable and accrued liabilities	46,594	46,594	-	-

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices. A 1% change in closing trade price of the Company's investments portfolio would impact net income by \$263,472 based upon balances as at March 31, 2018.

Capital Management

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds.

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The Company's objectives when managing capital are:

- (a) to maintain sufficient liquidity to allow the Company to pursue business opportunities expeditiously; &
- (b) to earn investment returns while managing risk.

The Company's strategy remained unchanged for the three months ended March 31, 2018 and the year ended December 31, 2017.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential investments and acquisitions. Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements and there were no changes in its approach to capital management during the three months ended March 31, 2018 and the year ended December 31, 2017.

Critical Accounting Estimates

The preparation of the Company's unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Fair value of investment in securities not quoted in an active market or private company investments

Where the fair values of financial assets and financial liabilities recorded on the unaudited condensed interim consolidated statements of financial position, including shares, convertible debentures and loans investments, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, management's judgment is required to establish fair values.

Fair value of financial derivatives

Investments in options and warrants that are not traded on a recognized securities exchange do not have a readily available market value. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available, the options and warrants are valued at intrinsic value.

Valuation of share-based compensation and share purchase warrants

Management determines the costs for share-based compensation and share purchase warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying the valuation techniques. These assumptions and judgments include estimating the future volatility of the share price, expected dividend yield, future employee turnover

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rates and future share option and share purchase warrant exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based compensation and share purchase warrants.

The Company uses the Black-Scholes valuation model to determine the fair value of options and share purchase warrants issued as part of the Company's private placements. The Black-Scholes valuation model requires key inputs to determine a fair value for an option or warrant including: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life or a higher volatility would result in a higher fair value of securities. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of stock-based compensation.

Valuation of unlisted warrants of public companies

The Company also uses the Black-Scholes valuation model to calculate the fair value of unlisted warrants of public companies, if there are sufficient and reliable observable market inputs. If there are no reliable observable and no sufficient market inputs available, the warrants are valued using their intrinsic value.

Significant Accounting Policies

Revenue

Realized gains (losses) on the disposal of investments and unrealized gains (losses) on securities classified as fair value through profit and loss ("FVTPL") are reflected in profit or loss on the transaction date and are calculated on an average cost basis. For all financial instruments measured at amortized cost and interest-bearing financial assets, interest income or expenses are recorded using the effective interest ("EI") rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability.

Other investment income is recognized on the accrual basis and is considered operating income for cash flow purposes.

Financial Instruments

Financial assets

Financial assets within the scope of IFRS 9 – Financial Instruments ("IFRS 9") are classified as financial assets at FVTPL, financial assets at fair value through other comprehensive income (loss) and financial assets at amortized costs, as appropriate.

Classification

The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus, in the case of investments not at FVTPL, directly attributable transaction costs. The Company's financial assets include cash, investments, and receivables excluding any sales tax amounts.

Recognition, derecognition and measurement

Purchases and disposals of investments are recognized on the transaction date.

Investments at FVTPL are initially recognized at fair value plus transaction costs. Investments are derecognized when the rights to receive cash flows from the investments have expired.

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When the Company holds debentures that are convertible into the issuer's equity shares at the Company's option, the equity conversion feature represents an embedded option written by the issuer on its equity shares. The Company records the combined instrument at FVTPL.

Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the investments at FVTPL are presented in the consolidated statements of income and comprehensive income within net change in unrealized gains or losses on investments in the period in which they arise.

Determination of fair value

The determination of fair value requires judgment and is based on market information, where available and appropriate. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

At the end of each reporting period, management estimates the fair value of investments based on the criteria below and reflects such valuations in the unaudited condensed interim consolidated financial statements.

Publicly-traded investments

Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1 of the fair value hierarchy.

For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the options and warrants are valued at intrinsic value, which is equal to the higher of the closing trade price at the end of the reporting period of the underlying security less the exercise price of the options or warrant, and zero. These are included in Level 2 of the fair value hierarchy.

Private company investments

All privately-held investments (other than warrants and options) are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at the end of each financial reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These are included in Level 3 of the fair value hierarchy. Warrants of private companies are carried at their intrinsic value.

The determination of fair value of the Company's privately-held investments at other than initial cost, is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

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Use of the valuation approach described below may involve uncertainties and determinations based on the Company's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will also consider trends in general market conditions and the share performance of comparable publicly-traded companies when valuing privately-held investments.

The fair value of a privately-held investment may be adjusted if:

- There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;
- There have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;
- The investee company is placed into receivership or bankruptcy;
- Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;
- Release by the investee company of positive/negative exploration results; and
- Important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

Adjustments to the fair value of a privately-held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

In addition, the amounts at which the Company's privately-held investments could be disposed of currently may differ from the carrying value assigned.

Other investment instruments

Convertible debentures and loans are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at the end of each reporting period, the combined instrument is adjusted to fair value based on the higher of the fair value of the debt or the equity instruments that would be received if converted.

Financial liabilities

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at FVTPL, loans, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value and in the case of loans, plus directly attributable transaction costs.

The Company's financial liabilities consist of accounts payable and accrued liabilities and unearned interest revenue.

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Other financial liabilities

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the EI method, with interest recognized on an effective yield basis.

The EI method calculates the amortized cost of a financial liability and allocates interest costs over the relevant period.

Changes in Accounting Policies

The Company adopted the following new standards, effective January 1, 2018. These changes were made in accordance with the applicable transitional provisions. There was no material impact on the Company's unaudited condensed interim consolidated financial statements:

IFRS 9 – Financial Instruments (“IFRS 9”)

IFRS 9 was issued by the IASB in July 2014 and replaces IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)

IFRS 15 replaces IAS 18 – Revenue, IAS 11 – Construction Contracts and some revenue-related interpretations. The new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

Risk Factors

The Company's investing activities are, by nature, subject to a number of inherent risks, including those described below. Additional risks not currently known to the Company, or that management currently believes to be immaterial, may also affect and negatively impact our business.

Portfolio Exposure

Given the nature of the Company's activities, its results of operations and financial condition are dependent upon the market value of securities that comprise the Company's portfolio. Quinsam's investments are small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows but which may not ever mature or generate the returns the Company expects or may require a number of years to do so.

Junior exploration, biotechnology, technology and cannabis companies may never achieve commercial discoveries and productions. This may create an irregular pattern in the Company's revenue and profitability. Additionally, macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the

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Company is exposed, and a disproportionate effect on the sectors as compared to the overall market, thereby negatively impacting one or more of the portfolio companies concurrently.

US Federal Laws on Marijuana Industry

The business operations of many of the cannabis-related securities that the Company invests in, are dependent on US State laws pertaining to the marijuana industry. Continued development of the marijuana industry is dependent upon continued legislative authorization of marijuana at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt legal manufacturer and sale of marijuana, which would negatively impact the return on the Company's investment portfolio.

Cash Flows/Revenue

Quinsam generates revenue and cash flows primarily from proceeds from the disposition of its investments, in addition to a lesser degree income from interest, dividend and financial advisory services. The availability of these sources of funds and the amount of funds generated from these sources are dependent upon various factors, most of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to Quinsam, or if the value of the Company's investments decline, resulting in lesser proceeds of disposition and capital losses for Quinsam upon disposition.

Share Prices of Investments

Quinsam's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the control of Quinsam, including quarterly variations in the subject companies' results of operations, changes in earnings, analyst estimates, industry conditions and general market and economic conditions. Such fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results.

Private or Illiquid Securities

Quinsam invests in securities of private issuers with a near term plan to complete a going public transaction. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for a private company investment or that the Company will otherwise be able to realize a return on such investments. Quinsam may also invest in illiquid securities of public issuers. A period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy.

Dependence on Management

Quinsam is dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's continued success will depend upon the continued service of these individuals who are not obligated to remain employed with Quinsam. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm the Company's ability to maintain and grow existing assets and raise additional funds in the future

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Additional Financing Requirements

Quinsam anticipates ongoing requirements for funds to support the Company's growth and may seek to obtain additional funds for these purposes through public or private equity share offerings. There are no assurances that additional funding will be available to the Company at all, on acceptable terms or prices. Any additional equity financings may cause shareholders to experience dilution. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its investment portfolio.

Outstanding Share Data

As at May 28, 2018, the number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Quinsam are as follows:

Common Shares	Number Outstanding
Issued and Outstanding	118,396,029
Issuable under Options	9,248,000
Issuable under Warrants	51,637,662

Segmented Information

The Company has a single reportable geographic segment, Canada, and all of the Company's Management and assets are located in Canada. The internal reporting provided to management of the Company is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments during the three months ended March 31, 2018 and the year ended December 31, 2017.

As at March 31, 2018, the Company had a diversified portfolio of investments where no single investment accounted for more than 10% of the investments portfolio.

Subsequent Events

Subsequent to March 31, 2018, 203,880 common shares were issued as a result of the exercise of 203,880 Warrants, for total proceeds of \$54,270. All issued shares are fully paid.

On May 8, 2018, the Company entered into a LOI with Lineage to sell the Company's 35% interest in Herbiculture. The Company will retain its original USD \$655,000 loan to Herbiculture. Pursuant to the LOI, Lineage will acquire Quinsam's 35% equity interest in Herbiculture for total consideration of USD \$720,000, to be satisfied by Lineage issuing to Quinsam 3,900,000 common shares of Lineage upon closing of the Transaction at a price of USD \$0.1846 per share. On closing, Lineage will also enter into an agreement with Herbiculture and its shareholders for Lineage to be granted a right of refusal to purchase 35% of securities offered by Herbiculture and a tag along right in case the majority shareholders of Herbiculture sell their stake. The Transaction is subject to final due diligence by the respective parties, execution of a definitive acquisition agreement which shall supersede the LOI, receipt of applicable corporate approvals, and other regulatory and/or governmental approval.

On May 23, 2018, the Company paid a quarterly dividend of \$147,928 at \$0.00125 per share, to the shareholders of record on May 1, 2018.

Use of Non-GAAP Financial Measures

This MD&A contains references to "net asset value per share" (basic and diluted) ("NAV") which is a non-GAAP financial measure. NAV is calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. NAV (diluted) is calculated as total assets less total liabilities divided by the total number of common shares of the Company

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outstanding as at a specific date, calculated based upon the assumption that all outstanding securities of the Company that are convertible into or exercisable for common shares have been converted or exercised. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable GAAP financial measure presented in Quinsam's financial statements and thus no applicable quantitative reconciliation for such non-GAAP financial measure. The Company believes that the measure provides information useful to its shareholders in understanding our performance and may assist in the evaluation of the Company's business relative to that of its peers.

Internal Controls Over Financial Reporting

Management's Report on Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company is responsible for the design and operations of disclosure controls and internal control over financial reporting. There have been no changes in the Company's disclosure controls and procedures during the three months ended March 31, 2018 and the year ended December 31, 2017.

Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. However, the Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that due to inherent limitations, internal control over financial reporting may not prevent or detect all misstatements and fraud or on a timely basis. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

There have been no changes in the Company's internal control over financial reporting during the three months ended March 31, 2018 and the year ended December 31, 2017 that have materially affected or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Responsibility for Financial Information

The information provided in this MD&A and the Company's unaudited condensed interim consolidated financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Additional Information

Additional information relating to Quinsam Capital Corporation, including its annual management information circular for the Company's most recently completed financial year, is available under the Company's profile on SEDAR at www.sedar.com.