1.1 Date

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Maple Leaf Green World Inc., referred to as "Maple Leaf" or the "Company". The information herein should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016 and the audited consolidated financial statements for the year ended December 31, 2015 and related notes thereto. The following discussion may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on factors and variables beyond managements control.

This MD&A contains information up to and including May 27, 2016.

Unless otherwise indicated, in this MD&A all references to "dollar" or the use of the symbol "$" are to the Canadian dollar.

Additional information relating to Maple Leaf is available on SEDAR at www.sedar.com and on Maple Leaf's website at www.mlgreenworld.com.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. This MD&A contains forward-looking statements which reflect management's expectations regarding Maple Leaf's future growth, results of operations, performance, business prospects and opportunities. Words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", "seek", "could", or similar expressions, are forward-looking statements within the meaning of securities laws. Forward-looking statements include, without limitation, the information concerning possible or assumed future results of operations of Maple Leaf. These statements are not historical facts but instead represent only Maple Leaf's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. In addition to the factors that Maple Leaf currently believes to be material such as, but not limited to, its position to consider licensed business opportunities in Canada to grow top quality marijuana to pursue the medical marijuana business, the timing required to obtain such licenses, its ability to obtain adequate working capital, its ability to secure purchase contracts relating to its various operations, its ability to capitalize on opportunities available to the Company, other development trends within the agricultural industry, expansion and growth of Maple' Leaf's business and operations, government and regulatory developments including availability of requisite licenses and the Company's compliance with relevant medical marijuana regulations, and any changes thereof; its ability to successfully cultivate and market effective products, including marijuana with sufficient levels of CBD, its ability to attract and retain qualified personnel, its reliance on joint venture partners, authorized intermediaries, key customers, suppliers and third party service providers, its ability to operate its production facilities on a profitable basis, changes in currency exchange rates and interest rates, evaluation of its provision for income and related taxes, as well as other factors, such as general, economic and business conditions and opportunities available to or pursued by Maple Leaf, which are not currently viewed as material but could cause actual results to differ materially from those described in the forward-looking statements. Although Maple Leaf has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking statements as such information may not be appropriate for other purposes.

Maple Leaf maintains a forward-looking statement database which is reviewed by management on a regular basis to ensure that no material change has occurred with respect to such forecasts. The Company will publicly disclose such material changes to its forward-looking statements as soon as they are known to management.

1.2 Business Overview and Development

Maple Leaf is a Canadian company that focuses on eco-agriculture and renewable energy in the environmental industry. Maple Leaf is currently devoting substantially all of its efforts seeking opportunities to obtain an MMPR License (Marijuana for Medical Purposes Regulation License) from Health Canada and medical marijuana business in the State of California, USA.

1.2.1 Medical Marijuana

1.2.1(a) Canadian Medical Marijuana

In March 2014, the Company engaged a professional consulting group to advise on opportunities to obtain an MMPR License (Marijuana for Medical Purposes Regulation License) from Health Canada and follow on business opportunities. Mr. Joe Wong, a director of the Company, was also appointed as the Vice President of Operations to spearhead the Medical Marijuana Project. Mr. Wong's first task was to identify growing facilities and to work closely with consultants in applying for the MMPR License.

In April 2014, the Company entered into an agreement with Woodmere Nursery Ltd. ("Woodmere"), a private company related to a director and officer of the Company, to lease 80,000 square feet greenhouse spaces, located in Telkwa, British Columbia, at $3 per square foot per annum from Woodmere to plant medical marijuana if the Company was able to obtain the MMPR License. The lease is for a three-year term but would take effect only when the Company receives conditional approval of the MMPR License from Health Canada. The agreement also grants an option to the Company to purchase the greenhouse spaces at a price to be negotiated or determined by an independent appraiser.

In May 2014, Mr. Perry Lee was appointed as the Vice President, Quality Assurance, to lead the quality control program to meet the stringent requirements of Health Canada for production of medical marijuana.

In June 2014, the Company retained Aslan Ross Consulting Inc. and its principal, Mr. Ivan Ross Vrana as advisor to assist the Company in becoming a Licensed Producer under Canada's Marihuana for Medical Purposes Regulations and establishing its related operations.

In July 2014, the Company submitted an application under the MMPR for licensed producer status and has received a written confirmation from Health Canada on its application. The Company also joined the Canadian Medical Marijuana Association ("CNMMA") as a member. The CNMMA's mission is to ensure all Canadian patients who benefit from medical marijuana, have access to the high quality products and services, to meet their specific health care needs in a safe and well regulated environment.

In 2015, the Company has been working with Health Canada and provided additional information as requested by Health Canada. In December 2015, the Company received confirmation from Health Canada that the Company's application for a MMPR license has progressed to Stage 4 of the process, which involve security clearances for the Company's management. Management believes that after satisfying the latest information request from Health Canada, the Company would be able to move forward with subsequent stages of the application process.

The Company's objective is to acquire requisite licenses and facilities to grow pesticide free, top grade marijuana from contamination-free soil. Management believes that given the knowledge and years of experience that its personnel have in greenhouse operations combined with its soil enhancement technology partnership, the Company is well positioned to consider licensed business opportunities in Canada to grow top quality marijuana and to pursue the medical marijuana business. Health Canada estimates that the medical marijuana market could be worth as much as $1.3 billion by 2024. Analysts and industry experts speculate that the new commercial marijuana business could reach $2.6 billion by 2016.

However, Health Canada has not officially published any standards or timelines regarding the length of time for approval. Therefore, the time that Health Canada requires to conclude if a license is granted to the Company is uncertain and cannot be estimated since the Company is still in an early stage in the license application process. There is no assurance that the

Company will be qualified to obtain a producer license and if so, will be able to obtain regulatory approval for such license. Additionally, there is no assurance that the Company will be able to acquire the required financing, assets or personnel to become a grower of medical marijuana, if licensed to do so.

1.2.1(b) US – California Medical Marijuana

In September 2014, the Company engaged Mr. Brian Patterson, Mr. Marc Montoya, and Mr. Dillon Patterson to develop medical marijuana growing operation plant in California, USA as part of the Company's business strategy.

In October 2014, the Company entered into a Letter of Intent ("LOI") to form a Joint Venture Agreement with a new Collective Entity ("Collective") to provide growing facilities in California and consulting services for the Collective, which is incorporated as a non-profit mutual benefit corporation and has been filed with the Secretary of State, and is a medical cannabis collective operated for and by qualified patients, with about 250 membership patients. The Collective has the obligation to supply its membership with quality marijuana for a discounted price. Under the Californian Cannabis regulation, the Collective is allowed to grow 6 plants for each of its member.

Under the LOI, the Company would build a growing facility ("Facility") of 6 cold frames (unheated greenhouses) in Southern California with the capacity to house about 400 marijuana plants in two (2) phases. The first phase to be started in the beginning of 2015 for three (3) cold frames with the capacity to house about 200 plants and the second phase for another three (3) cold frame with the capacity to house another 200 plants to be started in 2016. However, the actual amount of medical cannabis sought to be cultivated by the Collective shall be reasonably related to the current medical needs of the Collective's members. The Facility will be leased to the Collective after completion of the first phase but it will remain under the ownership of Maple Leaf. Maple Leaf will be responsible for the financing of about US$500,000 to construct the Facility. Following operational readiness of the Facility, the Company will also provide guidance and consulting service to the Collective for the growing operation. In return, the Collective agrees to pay the Company a rental fee for the Facility based on number of cold frames built and a consulting fee. Both rental and consulting fee amounts will be determined after Maple Leaf completes the budget for the Facility. The term of the Joint Venture agreement will be for ten (10) years with Maple Leaf having the option to renew for another ten years. If the demand increases due to the growth of membership of the Collective, Maple Leaf agrees to expand the Facility or build another Facility upon Collective's request. The Collective will be responsible for the daily operation of the Facility including supplying quality medical marijuana to its members, collecting payment from its member and paying Maple Leaf the lease rental and consulting fees on a quarterly basis. The Collective will provide full support according to Maple Leaf's guidance and consulting advice. The Collective will also use its best efforts to attract and recruit more members with a target of 1,000 members by June 2016.

Under the LOI, both parties agree to deal exclusively with each other to negotiate and finalize the terms of a Joint Venture for the Facility for a period of 120 days. In order to facilitate the forming of this Joint Venture, Maple Leaf has formed a 100% owned subsidiary in California.

Medical marijuana is currently legal in 20 states of the US and several other states are considering both medical and recreational legalization of marijuana which provides an opportunity for quality Canadian growers to expand to the south. However, the Company is not aware of any specific structural, security regulations or governmental approvals required with respect to the Company's proposed role under the Joint Venture. The Company will be acting as a landlord and not as a operator of the marijuana production operations. It is the Company's understanding that the operations will be done for and on behalf of lawful medical marijuana users (the "Members") in California and that it will be their responsibility to obtain requisite licenses, if any. At present, all Members of the Collective must be qualified patients, associated with the other members of the Collective which does not operate for profit. Additionally, all medical cannabis cultivated by the collective may only be distributed to other qualified patient members of the collective and may not be provided to other persons or exported outside of California. California does not have an official licensing regulatory regime, but guideline pertaining to medical collectives developed by the Attorney General for the State of California can be found at http://www.ag.ca.gov/cms_attachments/press/pdfs/n1601_medicalmarijuanaguidelines.pdf.

In January 2015, the Collective was properly formed and organized as required by applicable law in California to supply its membership with marijuana for medical purposes. Concurrent with this development, the Collective and the Company have agreed to reorganize their joint venture by dividing it into two separate agreements, the terms of which are summarized below:

Lease & Property Agreement

- Maple Leaf (through its wholly owned subsidiary, Golden State Green World LLC) is to secure (by lease or purchase) land (the "Site") situated within the State of California and construct up to four (4) cold frame greenhouses (the "Facility") on the Site with capacity to grow enough medical marijuana plants to meet the medical needs of the Collective's medical marijuana patients.

- The construction of the Facility will be staged by two phases, with the 1st phase for two (2) cold frames (1 for flowering and 1 for propagating and storage) starting in early 2015 and the 2nd phase for two (2) additional cold frames starting in 2016.

- Maple Leaf shall be responsible for funding capital costs for the acquisition of the Site and the construction of the Facility, which were estimated at US$500,000 in aggregate.

- Upon any portion of the Facility becoming fully operational, all responsibility for day to day operations will be transferred to the Collective, at which time Maple Leaf shall only be responsible for: (i) matters relating to the Facility's construction; and (ii) providing consulting services under the Consulting Services Agreement described below.

- As soon as the Collective assumes responsibility for operating the Facility, the Collective will pay rent at a rate of US$15,000 per cold frame per month (US$30,000 for 2 cold frames). It is anticipated that the initial rent shall be due and payable when the Collective makes its first product shipment and thereafter, on a quarterly basis.

- The parties have agreed that the initial term of the proposed sublease for the Site will be for ten years with an option to renew for another 10 year term upon expiry of the initial term.

Consulting Services Agreement

- After the Collective assumes responsibility for the day to day operation of the Facility, Maple Leaf has agreed to provide consulting services which may include, but are not limited to, advice and information pertaining to all aspects of cannabis cultivation, processing, manufacturing, packaging, transportation and distribution. Additionally, Maple Leaf may advise the Collective on yield and quality maximizing strategies for growing medical cannabis products.

- In consideration of such consulting services, the Collective has agreed to pay a base consulting fee of $25,000 a month to Maple Leaf for its consulting services. It is expected that the initial payment for consulting fees will be due and payable upon the initial shipment of cannabis products by the Collective and thereafter, on a quarterly basis.

- If, through the consulting services provided by Maple Leaf, the Collective is able to achieve an average (mean) yield of 2lbs per plant, the base consulting fee will increase by 20%. An additional 10% will be added to the consulting fee for every pound added to the average (mean) plant yield up to a maximum consulting fee of US $60,000 per month.

- The consulting fees and the services provided will be reviewed and adjusted, as required, by the parties on an annual basis.

Maple Leaf was required to secure the necessary financing to acquire the Site and commence construction of the Facility within four months (the "Financing Period") after execution of the above agreements. The Collective committed not to deal with any other parties regarding the supply of medical marijuana until the expiration of the Financing Period.

In March 2015, the Company's wholly owned subsidiary, Golden State Green World LLC, entered into an agreement to purchase approximately 20 acres of land in southern California for an aggregate purchase price of US$120,000. The Company paid US$15,000 in cash, with the balance payable by way of a promissory note secured by a Deed of Trust and bearing interest at the rate of 6% per annum. The maturity date on the promissory note is March 1, 2020. This land in California will serve as the site upon which the Company plans to construct the cold frame greenhouses required to grow medical marijuana plants. Such plants will be used to meet the medical needs of the Collective. With each cold frame measuring about 3,000 square feet, the 20 acres site is large enough to accommodate future expansion (by way of additional cold frame greenhouses) should the demand from the Collective increase beyond current levels.

In May 2015, the Company retained Mr. Joe A Rogoway as the Company's legal advisor for California medical marijuana project and other U.S. medical marijuana initiatives. Mr. Rogoway is the founder of Rogoway Law Group, a boutique criminal defense, business, and cannabis law firm headquartered in Santa Rosa, California with satellite offices in Beverley Hills and Chicago. In addition to being a prominent criminal defense attorney, Mr. Rogoway is a leader in the emerging cannabis industry where his practice includes assisting start-ups with entity formation, transactional matters, and regulatory compliance. The Rogoway Law Groups' practice areas also include political consulting and advocacy where Mr. Rogoway has a central role in the legalization of cannabis in California. Joe Rogoway is on the board of directors for the Coalition for Cannabis Policy Reform, Founder of CAN PAC, the political action committee for the cannabis industry, and member of the California Cannabis Industry Association, the National Cannabis Industry Association, and the NORML Legal Committee.

In June 2015, the Company completed a drilling of a well and water was encountered at the depth of 690 feet and the flow rate is between 25 to 30 gallons a minute. Management believes the water supply from this well would be sufficient, not only for its current medical marijuana project, but also for possible expansion(s) in the future to meet increased demand. Also, the Company was advised that the Collective started cloning the marijuana in June 2015 from their own source to produce seedlings for the Company's California medical marijuana project in a temporary rental facility. The cloning process would take approximately a month and starting this process would allow the Company to begin growing medical marijuana as soon as its cold frames are constructed.

In December 2015, two new designed cold frames were ordered and delivered. Ground was levelled to accommodate four greenhouses as the Company determined two additional greenhouses would be added on once the growing operation for the first one is streamlined. These two greenhouses would be equipped with a lighting system called Induction Lighting System which has been proven that it can reduce lighting cost and increase the yield. Together with the new fertilizing technology, this project would be equipped with the latest technology available nowadays. The growing operation is slated to start right after the greenhouses are erected.

In February 2016, frames for the greenhouse were erected and electrical and plumbing rough in were all installed. The county office was notified to do the final inspection before the tent cover put on. Also, a new batch of cloned seedling was being cultivated at a rented greenhouse to replace on which was cultivated in June 2015 and would be ready to transport to the greenhouse facility once final inspection and approval by the county obtained.

In March 2016, the Company received approval from the county office to finish off the installation of the greenhouse. The tent cover would be installed and all necessary equipment and growing apparatus would be moved in. The growing operation subsequently commenced and plants were flourishing in the rented facility near the Cmpany's site. First crop was expected to be ready for harvest in June 2016 and the next crop is expected to be harvested in the fall of 2016 as the growing cycle is approximately three months. The Company also plans to install an additional greenhouse for the flowering process in order to double the capacity and achieve the optimal economy scale with one propagation greenhouse serving two flowering greenhouse. A dispensary in California committed to purchase all the product produced from this facility in 2016.

In May 2016, the Company has received a seller's permit and resale certificate from the Board of Equalization of the State of California. As such, the Company is fully compliant with the laws of California regarding the growing and selling of marijuana for medical purposes. The permit and resale certificate makes the Company eligible to apply for a new medical marijuana license when such licenses become available. The Company also discovered its greenhouse personnel is able to shorten the growing period in the Company's flowering greenhouse from two to three months, which could allow for five harvests each year. Based on the experiences with the construction of the first greenhouse, the Company is now planning to build a second greenhouse at the existing site in California. The first step in this process involves the construction of a mobile home at the site and application for additional electricity supply as required by the local county regulations. Once approved, the Company estimates the construction would take approximately three months and the costs could be fully founded from working capital and/or cash flow from its operations.

In order to advance the California medical marijuana project, the Company completed a private placement and raised net proceeds of $197,900 in April 2015 and closed another private placement and raised net proceeds of $520,250 in November 2015. Funds raised through the private placements are also for corporate general purposes.

In May 2016, the Company received private placement subscription for 600,000 units at a subscription price of $0.10 per unit for gross proceeds of $600,000. Each unit consist of one common share purchase warrant exercisable for two years at a price of $0.15. The Company is currently applying to TSX Venture Exchange for final acceptance.

1.2.3 Other Business Developments

Since the Company focused on seeking opportunities and financing to advance the opportunities in the Medical Marijuana Project, all other projects, including yellowhorn tree farm operation, soil enhancement products, and peat moss project were on hold. The contract regarding vegetable greenhouse construction with Taiping, Inner Mongolia in China has expired and the Company has no intention to renew or extend the contract. The contract regarding the soil enhancement products with Lin Ze Bo Tech Co. Ltd. ("LZB") in Ordo, Inner Mongolia in China has also expired but the Company has agreed to an extension from one more year due to extremely poor soil condition in Ordo. Another soil testing was scheduled in the spring of 2015, but was postponed by the Company until further notice.

The Company will provide updates if the status of those projects changes.

1.3 Annual Financial Results

The following tables set forth selected operational results for the three most recently completed fiscal years in accordance with International Financial Reporting Standards (IFRS):

	Year ended December 31,		
	2015	2014	2013
Total assets	**$ 443,600**	$ 83,850	$ 369,645
Shareholders' equity	**(137,623)**	(277,489)	(264,939)
Divident declared	**-**	-	-
Sales	**-**	-	40,570
Gross profit	**-**	-	(617)
Operating expenses	**(600,331)**	(361,800)	(581,877)
Net loss	**(600,331)**	(361,800)	(582,494)
Basis and diliuted loss per share	**$ (0.006)**	$ (0.004)	$ (0.007)

1.4 Quarterly Financial Results

	Quarter ended			
	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
Operating expenses	(104,770)	(267,014)	(94,270)	(142,849)
Net loss	(104,770)	(267,014)	(94,270)	(142,849)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	Quarter ended			
	March 31, 2015	December 31, 2014	September 30, 2014	June 30, 2014
Operating expenses	(96,198)	(128,877)	(117,261)	(104,523)
Net loss	(96,198)	(128,877)	(117,261)	(104,523)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

The expenses incurred by the Company are typical of a development company that has not yet established its principal operation or reached operating capabilities. The Company`s expenditures fluctuate from quarter to quarter mainly related to its activities conducted in establishing and developing its operations during the respective quarter**.**

1.5 Results of Operations

1.5.1 Operation results for the three months ended March 31, 2016 ("Q1 2016")

Net loss in Q1 2016 was $104,770, an increase of $8,572 compared to the loss of $96,198 in the same period last year ("Q1 2015"). The loss mainly includes the following operating expenses:

- $54,308 consulting fee (Q1 2015 - $21,000), and the increase was mainly due to the additional consulting fee paid related to its medical marijuana business in the United States.
- $181 depreciation and amortization (Q1 2015 - $408).
- $13 filing and transfer agent fee (Q1 2015 - $5,621), which is related to the regulatory filing expenses and the services provided by the transfer agent, and such expenses are fluctuated along with the fluctuation of investor relation activities.
- $17,922 foreign exchange loss (Q1 2015 - $970). The loss recorded in Q1 2016 was mainly due to the conversion of CAD into USD to meet the US operation requirements.
- $2,412 interest and bank charges (Q1 2015 - $104), and the increase was mainly due to the interest on the notes payable issued in 2015.
- $22,500 management salaries (Q1 2015 - $22,500), which is the annual compensation of the CEO of the Company.
- $2,580 meals and entertainment (Q1 2015 - $1,038), and the increase was mainly due to more entertainment activities to seek opportunities in the medical marijuana business in the United States as the Company's management had more travels to the United States to monitor the medical marijuana business development in the State of California.
- $26,113 office expense (Q1 2015 - $7,448) and increase was mainly because the increase of administrative activities related to its medical marijuana business in the United States.
- $6,005 professional fees (Q1 2015 - $33,717), which include legal, audit and accounting fees, and such expenditures fluctuated along the fluctuation of activities to seek opportunities in the medical marijuana business in Canada and the United States and the complexity of such activities.
- $12,260 rent (Q1 2015 - $12,041). The increase is mainly because additional operating charge charged to the Company.
- $574 shareholder information and promotion (Q1 2015 - $200), which was mainly related to the news wire services and fluctuated along with the level of such services required by the Company and regulatory

requirements to communicate the business development of the Company to its shareholders and potential investors.
- $1,694 telephone expense which was relatively comparable to the expense of $1,076 recorded in the Q1 2015.
- $839 travel and promotion (Q1 2015 - $348).

1.6 Liquidity and Capital Resources

1.6.1 Working Capital

As at March 31, 2016, the Company had working capital deficiency of $451,294 (December 31, 2015 - $218,100). As at December 31, 2016, cash increased by $74,160 to $116,680 as a result of cash from operating activities of $54,445 offset by cash used in investing activities of $101,996.

Management recognizes that the ability of the Company to continue as a going concern is dependent upon its ability to raise adequate financing from shareholders and other investors, and to achieve profitable operations in the future. If the Company is not able to raise additional funds, there would be significant doubt that the Company would be able to continue as a going concern and operations may have to be curtailed. There is no assurance that the Company will be able to obtain adequate financing.

The Company has historically been successful in raising capital by way of the issuance of common shares or convertible securities, and is continuously seeking and considering financing options and reviews available opportunities to raise additional funds through private placements and debt financing. The Company is actively looking to raise other sources of financing.

In November 2015, the Company completed a private placement to raise gross proceeds of $550,000 by issuance of 11,000,000 units at a price of $0.05 per unit. Each unit consists of one common share and on common share purchase warrant exercisable for two years from the date of closing at a price of $0.075.

In April 2016, the Company announced a non-brokered private placement to raise $500,000 by issuance 5,000,000 units. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common shares at an exercise price of $0.15 for two years from the date of issue. In May 2016, the offering was oversubscribed and the Company received subscription of 6,000,000 units. The Company has applied to the TSX Venture Exchange for final acceptance of the offering and has received the final approval.

1.6.2 Cash flow

Operating activities in Q1 2016 provided cash of $54,445 (Q1 2015 - used cash of $23,103). Before changes in non-cash working capital, cash used in operations was $103,044, which is comparable to the cash used of $95,790 in Q1 2015, and mainly due to the additional loss incurred in the current period.

Investing activities in Q1 2016 used cash $101,996 (Q1 2015 - $nil) as the Company spent additional $101,996 to construct the greenhouse in California related to its medical marijuana business in the United States.

Financing activities in Q1 2016 was nil (Q1 2015 - $nil).

1.6.3 General Contractual Commitments and Contingency

The Company has a lease with respect to its head office until October 31, 2017. The Company is required to pay basic monthly rent plus allocated operating charges and property tax. The basic monthly rent is as follows:

- $2,831 from November 1 2015 to October 31, 2016
- $2,912 from November 1, 2016 to October 31, 2017.

During the three months ended March 31, 2016, the Company recorded rent expenses of $12,260 (three months ended March 31, 2015 - $12,041).

The Company has sub-leased some office space to offset the costs of the lease. During the three months ended March 31, 2016, a total of $6,787 (three months ended March 31, 2015 - $8,333) sub-lease revenue was recorded as other income. The deposits of $11,146 (December 31, 2015 - $11,146) collected from the sub-lease tenants are due on termination of the sub-lease agreement.

In February 2016, the Company received a legal claim of $35,000 from Burnet, Duckworth & Palmer ("BD&P"), the Company's former legal counsel, for services rendered in prior years but disputed by the Company. Of the amount claims, $29,253 was included in accounts payable and accrued liabilities, and the Company is currently negotiated with BD&P.

1.7 Transactions with Related Parties

Related party transactions are in the normal course of operations and are measured at the amount of consideration established and agreed by the related parties.

The Company has identified its directors and executive staff as key management personnel. Compensation to key management, including fees paid to companies controlled by directors and officers for their services provided, is follows:

	Three months ended March 31,	
	2016	2015
Management salaries	**$ 22,500**	$ 22,500
Consulting fee	**9,000**	9,000
Total	**$ 31,500**	$ 31,500

As at March 31, 2016, a total of $50,905 (December 31, 2015 - $45,217) payable to key management remained outstanding and is included in accounts payable and accrued liabilities on the consolidated statements of financial position. Amounts are non-interest-bearing and are due on demand. The Company did not pay any long-term or termination benefits to its key management. The Company's employment agreement with one officer would entitle that officer to compensation of $90,000 upon termination.

1.8 Proposed Transactions

With the exception of the information provided in item 1.2 - Business Overview and Development above, the Company is not a party to any proposed transaction that may have an effect on its financial position, its financial performance or cash flows which the management believes would require the intervention or approval of the Board of Directors of the Company.

1.9 Critical Accounting Policies and Estimates and New Accounting Standards

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported on the consolidated financial statements. These critical accounting estimates represent management estimates that are uncertain and any changes in these estimates could materially impact the Company's financial statements. Management continuously reviews its estimates and assumptions using the most current information available. The Company's critical accounting policies and estimates are described in Note 2 of the unaudited condensed consolidated financial statements as of and ended March 31, 2016, as well as in the Note 4 of the audited consolidated financial statements as of and ended December 31, 2015.

The accounting standards and interpretations that are issued but not yet effective listed below are those that the Company reasonably expects will have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards and interpretations, if applicable, when they become effective, and is currently assessing the impact, if any, on the financial statements.

IFRS 9, Financial Instruments

IFRS 9 was issued by the IASB on July 24, 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. 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. Final amendments released on July 24, 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact the final standard and amendments on its consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 was issued by IASB in May 2014 and will replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of analyzing IFRS 15 and determining the effect on our financial statements as a result of adopting this standard.

IFRS 16, Lease

IFRS 16 was issued by IASB in January 2016 and will replace IAS17, Lease and related interpretations. IFRS establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating of finance. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted if IFRS 15 has also been applied. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. The Company is in the process of analyzing IFRS 16 and determining the effect on our financial statements as a result of adopting this standard.

1.10 Fair Value Measurements

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment, and therefore, cannot be determined with precision. Changes in assumptions could significantly affect estimates. Management assessed that the fair value of cash, accounts payable and accrued liabilities, and interest payable approximates their carrying amounts largely due to the short-term maturities of these instruments, and the fair value of the notes payable approximates its face value as any interest arising from the notes payable is required to be paid to the holder monthly.

The following table provides the quantitative disclosures of fair value measurement hierarchy of the Company's financial assets and liabilities measured on recurring basis.

	March 31, 2016			December 31, 2015		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (level 3)
Assets and liabilities measured at fair value						
Cash	**$ 116,680**	**$ -**	**$ -**	$ 190,840	$ -	$ -
Notes payable	**-**	**136,196**	**-**	-	145,320	-

There was no transfer between fair value levels during the reporting period.

1.11 Financial Instruments and Related Risks

The Company manages its exposure to key financial risk in accordance with the Company`s financial risk management framework. The objective of the framework is to protect the Company`s future financial security. The main risks that could adversely affect the Company`s financial assets, liabilities or future cash flows are liquidity risk, credit risk and market risk, which comprising foreign exchange rate risk, interest rate risk, and metal price risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis. Currently, the Company does not apply any form of hedge accounting.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meets its contractual obligations. The Company is exposed to credit risk primarily associated to accounts receivable and cash. The carrying value of financial assets represents the maximum credit exposure.

The Company undertakes credit evaluations on counterparties as necessary and has monitoring processes intended to mitigate credit risks. There were no amounts in receivables which past due at March 31, 2016 (December 31, 2015 - $nil) for which no provision is recognized.

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. As at March 31, 2016, the Company has limited funds to meet its short term financial liabilities, and a working capital deficit of $451,294. Accordingly, additional financing is required for the Company to continue as a going concern.

Based on the contractual obligation of the Company as at March 31, 2016, cash outflow of those obligations based on contractual undiscounted payments, are estimated and summarized as follows:

	Payment Due by Period			
	Less than 1 year	1 - 3 years	After 3 years	Total
Accounts payable and accrued liabilities	$ 555,989	$ -	$ -	$ 555,989
Interest payable	6,746	-	-	6,746
Notes payable	-	-	136,196	136,196
Lease obligations	34,134	29,120	-	63,254
	$ 596,869	**$ 29,120**	**$ 136,196**	**$ 762,185**

c) Market risk

The significant market risks to which the Company is exposed are interest rate risk and currency risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk on its cash and notes payable. The Company's cash consists of cash held in bank accounts that earn interest at variable rates. Due to the short-term nature of this financial instrument, fluctuations in market rates of interest do not have a significant impact on the estimated fair value or future cash flows. The outstanding notes payable is bearing a fixed coupon rate of 6% per annum. Fluctuations in market rates of interest would not have a significant impact on the estimated fair value or future cash flows.

(ii) Currency risk

Canadian Dollar is the reporting currency of the Company and the functional currency for its corporate office in Canada while USD is the functional currency of its subsidiary in the United States. The Company is exposed foreign currency risk when the Company undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies.

The Company currently does not manage currency risk through hedging or other currency management tools. As at March 31, 2016, the Company's exposure to currency risk is summarized as follows:

Expressed in Canadian dollar equivalents	**March 31, 2016**	December 31, 2015
Financial assats denominated in US dollars		
Cash	**$ 5,920**	$ 15,920
Other receivables	**3,793**	11,865
	$ 9,713	$ 27,785
Financial liabilities denominated in US dollars		
Interest payable	**$ 6,746**	$ 5,201
Notes payable	**136,196**	145,320
	$ 142,942	$ 150,521

As at March 31, 2016, with other variables unchanged, a 10% strengthening of the USD against the CAD would have decrease net loss by $595 and increased other comprehensive income by $13,323.

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

1.12 Additional Disclosure for Venture Issuers without Significant Revenue

(a) capitalized or expensed exploration and development costs;

Not applicable.

(b) expense research and development costs;

Not applicable.

(c) deferred development costs;

Not applicable.

(d) general and administration expenses;

This required disclosure is presented on unaudited condensed consolidated interim statements of loss and comprehensive loss for the three months ended March 31, 2016 and 2015.

(e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d);

None

1.13 Disclosure of Outstanding Share Data

As at the date of this MD&A, issued and outstanding common shares are 105,296,427, and a total of 23,390,000 warrants remain outstanding. The exercise price of the warrants ranges from $0.075 to $0.15 per warrant with expiry dates up to April 8, 2018.

MAPLE LEAF GREEN WORLD INC.

CORPORATE DATA

LISTING:
TSX Venture Exchange
Symbol: **MGW**

HEAD OFFICE

2916B - 19 Street N.E.
Calgary, Alberta, T2E 6Y9

Contact: Raymond Lai
Telephone: (403) 452-4552
Fax: (403) 452-6900
E-Mail: rlai@mlgreenworld.com
website: www.mlgreenworld.com

DIRECTORS AND OFFICERS

- Raymond Lai: President, CEO & Chairman
- Daniel Chu: CFO, Director & Audit Committee Member
- Terence Lam: Corporate Secretary & Director
- Joe Wong: Vice President of Operations, Director
- Derek Ng: Independent Director & Audit Committee Member
- Greg Moline: Independent Director & Audit Committee Member

REGISTAR AND TRANSFER AGENT
Computershare
310, 606 – 4th Street S.W.
Calgary, Alberta, T2P 1T1