HARRYS MANUFACTURING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2019

The following Management's Discussion and Analysis ("MD&A") is dated June 28, 2019 and should be read in conjunction with the unaudited interim consolidated financial statements of Harrys Manufacturing Inc. ("Harrys" or the "Company") for the three and nine months ended April 30, 2019.

FORWARD-LOOKING INFORMATION

Statements herein that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Words such as "expects", "intends", "may", "could", "should", "anticipates", "likely", "believes" and words of similar import also identify forward-looking statements. Forward-looking statements are based on current facts and analyses and other information that are based on forecasts of future results, estimates of amounts not yet determined and assumptions of management, including, but not limited to, the Company's ability to raise additional debt and/or equity financing to fund operations and working capital requirements. Actual results may differ materially from those currently anticipated due to a number of factors including, but not limited to, general economic conditions, the Company's ability to generate sufficient cash flows from operations and financing to support general operating activities and capital expansion plans, and laws and regulations and changes thereto that may affect operations, and other factors beyond the reasonable control of the Company.

Management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its Management's Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the above discussions and analysis may not necessarily indicate future results from operations.

BUSINESS DESCRIPTION AND READER GUIDANCE

Harrys was incorporated under the laws of the Province of British Columbia in 2007. Since inception, the Company has been focused on the acquisition, evaluation and exploration of mineral resource properties. In 2012, the Company focused its exploration activities on the Mount Sicker property in the south-eastern area of Vancouver Island, B.C. The Company also acquired an option to acquire certain concessions in the United Mexican States known as the Charay Project. However, in 2013, the Company allowed the leases on the properties to lapse. As a result, the Company was currently pursuing investment opportunities. The Company formerly traded on the TSX Venture Exchange but was relegated to the NEX Exchange. On October 17, 2017, the Company requested that its shares be voluntarily delisted from the NEX Exchange and commenced trading on the Canadian Securities Exchange under the stock symbol WST.

On May 4, 2017, the Company entered into an option agreement with Intact Gold Corp. ("Intact") to acquire a 100% right, title and interest in and to those certain mineral claims comprising the Black Jack Gold Property (the "Agreement"), located in the townships of Kirkup and Manross in the Kenora mining division of Ontario, approximately 20 km south east of the city of Kenora, (the "Property"). Pursuant to the Agreement, the Company was granted the sole and exclusive right and option (the "Option") to acquire a 100% right, title and interest in the Property. In fiscal 2018 Harrys decided not to exercise the Option and has abandoned the mineral property claim.

On December 22, 2017, the Company entered into a Letter of Intent ("LOI") with Harrys International Manufacturing Inc. ("HIMI") to acquire all of the issued and outstanding common shares of HIMI (the "HIMI Shares") in exchange for the common shares of the Company. HIMI's principal business is the sale and distribution of tobacco products to purchasers located outside of Canada and the United States.

On January 22, 2018, the Company entered into a Share Exchange Agreement with HIMI. Pursuant to the agreement, the Company agreed to acquire all of the issued and outstanding shares of HIMI in exchange for the issuance of 28,500,100 shares of common stock of the Company to the shareholders of HIMI. In addition, as a condition precedent to the closing of the Share Exchange Agreement (the "Closing"), the Company has loaned to HIMI an aggregate amount of $2,400,000. The loan bears interest at 5% per annum and matures on the earlier of January 4, 2019 or the termination of the Share Exchange Agreement. Completion of the acquisition resulted in a fundamental change under the policies of the CSE. The acquisition was subject to the approval of the CSE. The Acquisition closed on October 4, 2018. On October 4, 2018, the Company also changed its name from Westridge Resources Inc. to Harrys Manufacturing Inc. On October 17, 2018 the Company shares commenced trading on the CSE under the symbol "HARY".

The Company's financial statements were prepared in accordance with IFRS that are applicable to a going concern, which contemplate the realization of assets and the settlement of liabilities and commitments in the normal course of business. At April 30, 2019, the Company had an accumulated deficit of $9,038,354 since inception (July 31, 2018 - $7,241,670), and net working capital of $488,815 (July 31, 2018 – $4,066,361).

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months from working capital, cash flow from operations and, if necessary, from loans from directors and companies controlled by directors and/or private placement of common shares. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company's capital resources should be adequate to continue operating and maintaining its business strategy. However, if the Company is unable to raise additional capital, management expects that the Company may need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. The financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following information is derived from the Company's quarterly financial statements for the past eight quarters and has been prepared using IFRS:

	Three Months Ended April 30, 2019	Three Months Ended January 31, 2019	Three Months Ended October 31, 2018	Three Months Ended July 31, 2018
Revenue	$ 7,500	$ Nil	$ Nil	$ Nil
Loss for the period	(273,893)	(1,352,364)	(170,427)	(2,750)
Loss per share – basic & diluted	(0.00)	(0.02)	(0.00)	(0.00)
Total assets	13,467,604	13,692,530	13,935,551	4,086,502

	Three Months Ended April 30, 2018	Three Months Ended January 31, 2018	Three Months Ended October 31, 2017	Three Months Ended July 31, 2017
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss for the period	(94,434)	(370,292)	(197,607)	(149,835)
Loss per share – basic & diluted	(0.00)	(0.01)	(0.01)	(0.01)
Total assets	4,080,240	4,173,848	231,384	253,644

Fluctuations in the Company's expenditures reflect the variations in the timing of general operations, and the ability of the Company to raise capital for its projects, including share-based payments during certain quarters. No additional funds are required for the production of tobacco cigarettes, as the Company requires a 50% deposit upon receipt of all purchase orders, which covers the cost of production. The 50% balance is paid prior to shipping of the finished products.

During the three months ended January 31, 2018, the Company increased its operations. The increase in operations and services provided by consultants resulted in an increase in net loss and net loss per share as compared to the three months ended October 31, 2017 and previous quarters. This increase in operations coincided with an increase in funding which increased total assets, specifically cash and loan receivable.

Net loss decreased during the three months ended April 30, 2018 and July 31, 2018 as a result of a decrease in stock-based compensation, consulting and management fees as well as an increase in interest income.

Net loss increased during the three month period ended October 31, 2018, over the three months ended July 31, 2018 and April 30, 2018, as a result of increased salaries and wages, professional fees, and consulting expenses during the period. During the three months ended October 31, 2018, the Company completed the Acquisition of HIMI and acquired assets totaling $13,441,568, consisting of cash of $18,549, amounts receivable of $449,397, prepaid expenses of $300,000, equipment of $1,535,390, and goodwill of $11,138,232.

Net loss increased during the three month period ended January 31, 2019, over the three months ended October 31, 2018 and the three months ended April 30, 2019 as a result of increased stock-based compensation and salaries and wages expense during the period.

Net loss increased during the three month period ended April 30, 2019, over the three months April 30, 2018 as a result of increased management fees and salaries and wages expense during the three months April 30, 2018.

RESULTS OF OPERATIONS

Three months ended April 30, 2019 and 2018:

Operating expenses of $196,271 for the three months ended April 30, 2019 decreased as compared to $123,694 in 2018. Significant expenses during the three months ended April 30, 2019 were consulting fees of $12,000 (2018 - $41,000), management fees of $38,550 (2018 - $31,000), office and miscellaneous of $28,781 (2018 - $6,531), professional fees of $14,105 (2018 - $39,582), transfer agent and filing fees of $6,367 (2018 - $5,554) and salaries and wages of $96,468 (2018 - $nil).

During the three months ended April 30, 2019, the Company had a general increase in operations from the acquisition of HIMI, which resulted in an increase in most operating expenses, particularly office and administrative, transfer agent and filing fees, and salaries and wages. This was offset by a decrease in consulting fees and professional fees.

Nine months ended April 30, 2019 and 2018:

Operating expenses of $1,630,569 for the nine months ended April 30, 2019 increased as compared to $645,785 in 2018. Significant expenses during the nine months ended April 30, 2019 were share based payments from stock options granted of $1,012,995 (2018 - $149,488), consulting fees of $46,000 (2018 - $232,987), management fees of $109,650 (2018 - $121,000), office and miscellaneous of $53,810 (2018 - $34,734), professional fees of $61,105 (2018 - $71,179), transfer agent and filing fees of $36,811 (2018 - $32,017) and salaries and wages of $306,198 (2018 - $nil).

During the nine months ended April 30, 2019, the Company had a general increase in operations from the acquisition of HIMI, which resulted in an increase in most operating expenses, particularly office and administrative expenses, share based payments and salaries and wages. This was offset by a decrease in consulting fees, professional fees and management fees.

LIQUIDITY AND CAPITAL RESOURCES

During the nine months ended April 30, 2019, the Company’s working capital decreased from $4,066,361 at July 31, 2018 to working capital of $488,815 at April 30, 2019. The decrease in working capital was mainly a result of the elimination of a $2,458,400 loan receivable upon the consolidation of HIMI after closing the acquisition; as well as the decrease in cash from $1,526,070 on July 31, 2018 to $678,475 on April 30, 2019 as a result of spending $650,000 for the development of the Company’s proprietary high-throughput pre-roll technology and standard operating procedures (SOPs).

During the nine months ended April 30, 2019, net cash used in operations was $876,144 (2018 - $506,511), net cash provided by investing activities was $18,549 (2018 - $2,400,000), and net cash provided by financing activities was $10,000 (2018 - $4,352,169).

Investing activities during the nine months ended April 30, 2019, was the result of $18,549 cash acquired upon the acquisition of HIMI. Investing activities during the nine months ended April 30, 2019, was the result of a loan agreement with HIMI pursuant to which the Company had advanced $2,400,000.

Financing activities during the nine months ended April 30, 2019 was from a share issuance of $10,000. Financing activities during the nine months ended April 30, 2018, was from share issuances of $4,599,283, less share issuance costs of $247,114, proceeds from related party loans $50,000, and repayment of related party loans $50,000.

The entire Company's non-derivative financial liabilities are due within one year.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and exercise of stock options and warrants, and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

BUSINESS RISKS

In the normal course of business, the Company is exposed to a variety of risks and uncertainties. In addition to the risks associated with liquidity and capital resources, critical accounting estimates, financial instruments, credit risk and market risk described in this MD&A, the Company is exposed to various operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control and may significantly affect future results. Operations may be unsuccessful or delayed as a result of competition for products and services, supplies and equipment, mechanical and technical difficulties, the ability to attract and retain employees and contractors on a cost-effective basis, commodity and marketing risk and seasonality.

The Company is exposed to considerable risks and uncertainties including, but not limited to;

- financial risks including access to debt or equity markets which the Company is dependent upon in order to meet obligations and liabilities as they fall due;
- obtaining timely regulatory approvals;
- fluctuations in commodity prices;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- timing of future debt and other obligations;
- regulatory legislation and policies, including the fulfilment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of contracts;
- changes to taxation policies, laws and interpretations thereof; and,
- obtaining comprehensive and appropriate insurance coverage at reasonable rates;

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of the Company's interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates by a material amount. Matters that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to: assumptions used in estimating share-based payments; the recoverability of deferred tax assets; the going concern assumption; and the fair value and classification of financial instruments.

CHANGE IN ACCOUNTING POLICY AND NEW ACCOUNTING STANDARDS

Please refer to Note 4 of the Company's interim consolidated financial statements for changes in accounting policy and new accounting standards.

FINANCIAL INSTRUMENTS

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit and Risk Management Committee, which is responsible for developing and monitoring the Company's compliance with risk management policies and procedures. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

RISKS

The Company is exposed to the following risks:

(a) 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 held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to this risk is on its receivables. The Company also has minimal risk relating to a small amount of refundable sales taxes.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

As at April 30, 2019, the Company's liabilities consisted of accounts payable and accrued liabilities of $199,897. The Company's cash was $678,475 at April 30, 2019 and was sufficient to pay these liabilities.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements, and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant funding.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market price risk is comprised of three types of market price changes: foreign currency exchange rates, interest rates and commodity prices.

(i) Foreign currency exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's risk to foreign exchange is limited since it holds only Canadian dollars and transacts all sales in Canadian dollars.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of six months or less and are therefore exposed to interest rate fluctuations on renewal. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subjected to interest rate risk.

(iii) Commodity price risk

The Company does not hold any financial instruments that have direct exposure to other price risks.

(d) Fair value of financial instruments

The Company classifies and measure its financial instruments at fair value through profit or loss with changes in fair value recognized in profit or loss as they arise ("FVTPL"), unless restrictive criteria regarding the objective and contractual cash flows of the instrument are met for classifying and measuring at either amortized cost or fair value through other comprehensive income. Cash and cash equivalents, and trade receivables are recorded at FVTPL. Trade and other payables are classified and measured as financial liabilities, initially at FVTPL, and subsequently at amortized cost using the effective interest rate method.

OFF-BALANCE SHEET ARRANGEMENTS

Disclosure is required of all off-balance sheet arrangements that are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company. Harrys does not have such off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred key management compensation as follows:

Nine months ended April 30,	2019	2018
Management fees accrued or paid to current CFO	$ 106,650	$ 121,000
Management fees paid to directors	3,000	–
Salary accrued or paid to current President and CEO	96,568	–
Salary accrued or paid to a director, VP Corporate Development	96,568	–
Total fees paid to related parties	$ 109,787	$ 121,000

On January 10, 2017, the Company entered into a consulting agreement with the CFO of the Company for $120,000 per year for consulting services. The term of the agreement is for an initial period of one year and renews automatically for additional one-year periods unless either the Company or the CFO provide notice of non-renewal 30 days prior to the expiry of the term of the agreement.

On October 20, 2017, the Company granted 175,000 stock options exercisable at $0.35 per share for five years after the date of grant to the CFO of the Company.

On October 20, 2017, the Company granted 100,000 stock options exercisable at $0.35 per share for five years after the date of grant to a director of the Company.

On November 16, 2018, the Company granted 750,000 stock options exercisable at $0.30 per share for five years after the date of grant to the CFO of the Company.

On November 16, 2018, the Company granted 750,000 stock options exercisable at $0.30 per share for five years after the date of grant to the President and CEO of the Company.

On November 16, 2018, the Company granted 750,000 stock options exercisable at $0.30 per share for five years after the date of grant to the VP Corporate Development of the Company.

On November 16, 2018, the Company granted a total of 400,000 stock options exercisable at $0.30 per share for five years after the date of grant to two Directors of the Company. Each Director was granted 200,000 stock options.

OUTSTANDING SHARE DATA

Common shares

The following table sets forth the Company's outstanding share data as at June 28, 2019:

Total common shares	77,916,358
Total outstanding warrants	11,926,715
Total outstanding stock options	615,000
Total diluted common shares	90,458,073

ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.