Kaiyue International Inc.
Management's Discussion and Analysis
Nine Months Ended September 30, 2017

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim financial statements of Kaiyue International Inc. ("Kaiyue" or the "Company) for the three and nine months ended September 30, 2017 and the audited financial statements for the year ended December 31, 2016 and the notes thereto. The financial information in this MD&A is derived from the Company's condensed interim financial statements for the nine months ended September 30, 2017 and audited financial statements as at and for the years ended December 31, 2016 prepared in accordance with IFRS (International Financial Reporting Standards). These condensed interim financial statements have been prepared by management and have been audited by the Company's external auditors. The effective date of this MD&A is November 28, 2017.

Forward-looking Statements

The statements made in this MD&A that are not historical facts contain forward-looking information that involves risks and uncertainties. All statements, other than statements of historical facts, which address the Company's expectations, should be considered forward-looking statements. Such statements made by the Company are based on current expectations, factors and assumptions and reflect our expectations as at the date of this MD&A. Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize. The Company assumes no obligations to update or revise any forward-looking statements, whether as a result of new information, future events or any other reason.

For a discussion of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

Overview of the Company

Kaiyue International Inc. ("Kaiyue" or the "Company") was incorporated under the Business Corporation Act of Alberta on November 23, 2009. The Company trades under the symbol KYU.V on the TSX Venture (the "Exchange"). At September 30,2017 the Company is an exploration stage public company whose principal business activities are the acquisition and exploration of mineral properties. Prior to November 15, 2012, the Company was a Capital Pool Company ("CPC") as defined in the Policy 2.4 "Capital Pool Companies" of the Exchange. The Company's principal purpose as a CPC was to identify and evaluate assets, properties or businesses in order to complete a "Qualifying Transaction" as defined in the CPC policy. On July 25, 2012, the Company entered into a letter agreement (the "Letter Agreement") with BCGold Corp. ("BCGold") pursuant to which BCGold agreed to grant the Company an option to acquire up to 70% of its 100% interest in and to 76 mineral claims known as the

Toe Property ("Toe Property") located in Yukon (the "Transaction"). Pursuant to the Transaction, the Company received final acceptance of filing the Qualifying Transaction from the Exchange on November 15, 2012 and was no longer considered a Capital Pool Company then. The Company had previously been involved in the acquisition and development of mineral properties. As at December 31, 2015 all mineral property costs had been written off and the company has been looking for new projects since that date.

On November 2, 2017 the Company entered into a reverse takeover arrangement with Potanicals Green Growers Inc. See Corporate Updates.

Corporate Updates

Private Placement

On March 6, 2017, the Company announcd that it has closed the Private Placement previously announced on January 16, 2017, for aggregate gross proceeds of $245,000. The Private Placement consisted of 4,900,000 common shares of the Company (each, a "Share"), at $0.05 per Share. All of the Shares issued pursuant to the Private Placement are subject to a hold period expiring July 7, 2017.

On May 18, 2017, the Company closed its non-brokered private placement financing of 1,000,000 common shares of the Company (each, a "Share"), at $0.05 per Share for proceeds of $50,000 (the "Private Placement"). All of the Shares issued pursuant to the Private Placement are subject to a restricted period of four months and one day from the date of closing.

Proceeds of the Private Placement will be used for general working capital.

Reverse Takeover Transactions

The Company completed the acquisition of all of the issued and outstanding shares of Potanicals Green Growers Inc. ("**Potanicals**") (the "**Transaction**") on November 2, 2017.

Terms of Transaction

In consideration for acquiring all of the issued and outstanding shares of Potanicals (the "Potanicals Shares"), Benchmark issued an aggregate of 124,186,752 common shares (the "Benchmark Shares") to the Potanicals shareholders, on the post-consolidation basis of 4.5 Benchmark Shares for each issued and outstanding Potanicals Share, which resulted in Potanicals becoming a wholly-owned subsidiary of the Company. Upon completion of the Transaction, the Company's business has changed from mining to the licensed production of marijuana under the Access to Cannabis for Medical Purposes Regulations ("ACMPR").

On closing of the Transaction, a total of 134,186,852 common shares of Benchmark are issued and outstanding, plus 94,455 stock options to purchase post-consolidated common shares of Benchmark at a price of $0.275 per common share (the "Benchmark Options"). Following closing of the Transaction, the outstanding Benchmark Options remain in effect until they are exercised or expire pursuant to the Company's stock option plan.

Listing of Benchmark's Shares on the CSE

On November 1, 2017, prior to completion of the Transaction, the Company delisted its common shares from the TSX Venture Exchange. On November 3, 2017, Benchmark's common shares commenced trading on the Canadian Securities Exchange (the "CSE") under the symbol "BBT".

Share Consolidation, Continuation and Name Change

Effective November 2, 2017, prior to completion of the Transaction, the Company consolidated all of its issued and outstanding common shares based on a consolidation ratio (2.1174-to-1) that resulted in the reduction of the Company's issued and outstanding common shares to 10,000,100 common shares on a non-diluted basis, continued its legal existence from Alberta in to British Columbia, and changed its name from "Kaiyue International Inc" to "Benchmark Botanics Inc."

Completion of Potanicals Private Placement

Also on November 2, 2017, Potanicals completed a private placement of 5,855,555 Potanicals Shares at a price of $0.90 per Potanicals Share to raise gross proceeds of $5,270,000 (the "Private Placement"). Immediately following closing of the Private Placement, Benchmark completed the Transaction effective November 2, 2017.

Business of Benchmark

The business of Benchmark is now the business of Potanicals effective as of completion of the Transaction. Potanicals was incorporated under the British Columbia *Business Corporations Act* in 2014 to capitalize on the significant opportunities in the medical marijuana market in Canada and overseas. Potanicals has built a 12,700 square foot production facility in Peachland, British Columbia to plant, grow and cultivate high-quality medical-grade marijuana using advanced and proprietary cultivation methods. On October 13, 2017, Potanicals received its license to produce marijuana under the *Access to Cannabis for Medical Purposes Regulations* ("ACMPR").

The primary specialized skill and knowledge requirement for success as a Licensed Producer of medicinal marijuana relates to cultivating the product. The Peachland facility is equipped with cutting-edge technologies that will enable efficient and reliable production of medical marijuana with harvest available on a bi-monthly basis. Prior to closing of the Transaction, Potanicals spent $4.68 million building the facility and implementing its business plan.

For more information about the business of Benchmark and Potanicals, refer to the Form 2A Listing Statement available to the public under the Company's profile on www.sedar.com SEDAR and the CSE website.

Management of Benchmark

Prior to closing of the Transaction, all of the Company's current directors and officers resigned. The board of directors and senior officers of Benchmark now consists of: Ping (Johnson) Zhang, Chief Executive Officer and director; Claude (Cliff) Stowell, Chief Operating Officer and director; Peter R. Hughes, director; George Dorin, director; Haifeng Liu, director; and Richard (Rick) Lee, Chief Financial Officer. For more information regarding the directors and officers, refer to the Form 2A Listing Statement available to the public under the Company's profile on www.sedar.com SEDAR and the CSE website..

Results of Operations

For the three months ended September 30, 2017, the Company incurred a loss of $61,646 compared with a loss of $53,780 for the period ended September 30, 2016. The increase of $7,866 in loss was mainly due to the increase in legal expenses of $12,200 (2016 - $2,394) related to the Reverse Takeover Transactions.

For the nine-month period ended September 30, 2017, the Company incurred a loss of $195,939 compared with a loss of $183,121 for the period ended September 30, 2016. The increase in loss was mainly due to the increases in professional fees of $25,989 (2016 - $12,594) and travel expense of $16,781 (2016 - $11,914)), offset by the decrease in salaries and wages of $Nil (2016 - $6,455). The basic and diluted loss per share was $0.01 for the periods ended September 30, 2017 compared with $0.01 for the periods ended September 30, 2016.

Summary of Quarterly Results

The below table summarizes the results of the Company by quarter.

	Quarter Ended 30-Sep-17	Quarter Ended 30-Jun-17	Quarter Ended 31-Mar-17	Quarter Ended 31-Dec-16	Quarter Ended 30-Sep-16	Quarter Ended 30-Jun-16	Quarter Ended 31-Mar-16	Quarter Ended 31-Dec-15
Loss for the period ($)	61,646	67,049	67,244	48,619	53,780	64,451	64,890	133,048
Loss per Share - Basic & Diluted ($)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01

Liquidity and Capital Resources

Cash flows

The following table sets forth a summary of our statements of cash flows for the nine months ended September 30, 2017 and 2016:

		2017		2016
Net cash (used in) operating activities	$	(176,987)	$	(187,077)
Net cash generated from financing activity		289,879		8,961
Net increase (decrease) in cash	$	112,892	$	(178,116)

As at September 30, 2017, the Company had cash of $200,552. Management believes that the cash balance is sufficient to meet its working capital and contractual obligations at the present level for at least the next twelve months. Beyond the twelve month period, the Company will require additional financing or other sources of funding, which if not raised, would result in the curtailment of activities. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern.

The Company's working capital position at September 30, 2017 was $169,826 compared to $71,893 at December 31, 2016.

Current assets excluding cash at September 30, 2017 consisted of GST receivables of $2,348 compared to $1,277 at December 31, 2016 and prepaid expenses of $6,125 compared to $4,288 at December 31, 2016.

Current liabilities as at September 30, 2017 consisted of trade payables and accrued liabilities of $22,699 compared to $1,382 as at December 31, 2016. The Company has $16,500 due to related party compared to $19,950 as at December 31, 2016.

The Company had no operating income. The proceeds raised are expected to provide the Company with a minimum of funds to continue its operations and to explore and development its exploration and evaluation assets. It is anticipated and highly probable that the Company will have to seek additional financing in the near future to carry out mineral exploration and development as its main business.

Capital Stock

The Company's common shares have no par value and the authorized share capital is composed of 77,000,000 common shares. On March 6, 2017, the Company completed the Private Placement for aggregate gross proceeds of $245,000. The Private Placement consisted of 4,900,000 common shares of the Company (each, a "Share"), at $0.05 per Share. All of the Shares issued pursuant to the Private Placement are subject to a hold period expiring July 7, 2017. On May 18, 2017, the Company closed its non-brokered private placement financing of 1,000,000 common shares of the Company (each, a "Share"), at $0.05 per Share for proceeds of $50,000 (the "Private Placement"). All of the Shares issued pursuant to the Private Placement are subject to a restricted period of four months and one day from the date of closing.

Share capital outstanding at September 30, 2017 was 21,174,230 common shares (December 31, 2016 – 15,274,230)

On May 24, 2013, the Company granted an aggregate of 250,000 options to directors and officers of the Company at an exercise price of $0.13 per share for a period of 60 months. All of the options were vested equally over a four year period (25% on each of the 1st to 4th anniversary dates of grant) and are exercisable in accordance with the terms of the Company's Stock Option Plan.

As at September 30, 2017, the Company has stock options outstanding to directors and officers to acquire an aggregate of 200,000 common shares summarized as follows:

	Number of Options	Exercise Price	Expiry Date
Outstanding, December 31, 2014	400,000	$0.12	
Cancelled on April 12, 2015	(50,000)	0.13	May 24, 2018
Cancelled on April 12, 2015	(50,000)	0.10	August 6, 2015
Expired on August 6, 2015	(100,000)	0.10	August 6, 2015
Outstanding, September 30, 2017 and December 31, 2016	200,000	$0.13	May 24, 2018

As at September 30, 2017, 200,000 options were exercisable.

Off-Balance Sheet Arrangements

As at September 30, 2017, the Company had no off-balance sheet arrangements.

Transactions with Related Parties

<u>Amounts due to related parties</u>

	September 30, 2017	**December 31, 2016**
	$	**$**
Amounts owing to CFO of the Company (a)	-	2,625
Amounts owing to a director of the Company (b)	-	825
Zhongyi Financial Investment Consultants (Shenzhen) Ltd. (c)	16,500	16,500
	16,500	19,950

(a) Balance is related to payable to current CFO for her consulting service and reimbursement of expenses.

(b) Balance is related to payable to current Director for his directorship service.

(c) Balance consists of rental fees due to Zhongyi Financial Investment Consultants (Shenzhen) Ltd. ("Zhongyi") which the CEO of the Company is also part of the senior management team of. In September 2014, the Company entered into an office rental agreement with Zhongyi for $5,500 per month.

Amounts owing to the CFO, director and Zhongyi are unsecured, non-interest bearing and without fixed repayment terms.

Related party transactions

Compensation of key management personnel

The Company has identified its directors and key officers, including the Chief Executive Officer and Chief Financial Officer, as its key management personnel. No post-employment benefits, other long-term benefits and termination benefits were made during the nine months ended September 30, 2017 and 2016.

The remuneration of directors and officers comprising key management personnel during the nine months ended September 30, 2017 and 2016 was as follows:

	September 30, 2017	**September 30, 2016**
	$	**$**
Consulting fees incurred to officers	67,500	67,500
Director fees	6,600	6,600
Share-based payments	543	1,793

On May 18, 2017, the Company closed a non-brokered private placement financing of 1,000,000 common shares of the Company (each, a "Share"), at $0.05 per Share for proceeds of $50,000 (the "Private Placement") from the Company's CEO Hilda Sung. Hilda Sung previously had beneficial ownership of, and control and direction over, 4,275,000 common shares of the Company and, pursuant to the Private Placement acquired an additional 1,000,000 resulting in beneficial ownership of, and control and direction over, an aggregate total of 5,275,000 common shares of the Company, representing approximately 24.91% of the total issued and outstanding common shares of the Company.

The above transactions were entered into in the ordinary course of business and recorded at their exchange amounts being the amounts agreed upon by the related parties.

Financial Instruments

Fair value

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's length transaction between willing parties.

The fair values of cash and cash equivalents, trade payables and accrued liabilities, and due to related parties approximate their carrying value due to their short term maturities.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – inputs that are not based on observable market data.

The fair value of cash is based on level 1 inputs of the fair value hierarchy.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit Risk
Financial instruments that potentially subject the Company to credit risk consist primarily of cash held with banks. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The credit risk on cash is limited because the Company banks with a large international bank with solid credit ratings.

(b) 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 manages all liquidity risk through maintaining sufficient working capital through daily monitoring of controls, cash and cash equivalents balance and operating results. The financial liabilities consisting of trades payables and accrued liabilities are expected to be settled within three months.

Risks and Uncertainties

The Company is in initial stages of development and exploration and does not have a history of earnings, nor has it paid any dividends, and will not be in a position to generate earnings or pay dividends until it can generate profitable operations. It is possible the Company may never generate earnings or be in a position to pay dividends. The directors and officers of the Company will only devote part of their time and efforts to the affairs of the Company.

Critical Accounting Estimates

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Deferred taxes

The Company recognizes the deferred tax benefit related to deferred tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the

Company to obtain tax deductions in future periods from deferred tax assets.

Share-based payment transactions

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grants. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share options, volatility and dividend yield and making assumptions about them.

Changes in Accounting Policies

The accounting policies applied in preparation of these interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended December 31, 2016.

Accounting Standards Issued but not yet Effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

IFRS 9 Financial Instruments

In July 2014, the IASB issued IFRS 9, Financial Instruments, will replace IAS 39, Financial Instruments: Recognition and Measurement, and some of the requirements of IFRS 7, Financial Instruments: Disclosures. The objective of IFRS 9 is to establish principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. The IASB has determined the revised effective date for IFRS 9 will be for annual periods beginning on or after January 1, 2018.

IFRS 16 Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning January 1, 2019. The extent of the impact of adoption of IFRS 16 has not yet been determined.

Other Information

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com.