Global Hemp Group Inc.

(formerly Arris Holdings Inc.)

Management Discussion and Analysis

Six Months Ended March 31, 2014

Management's Discussion and Analysis

The following is management's discussion in respect of the results of operations and financial position of Global Hemp Group Inc., formerly Arris Holdings Inc. (the "Company" or "GHG') for the six months ended March 31, 2014 and should be read in conjunction with the Company's audited annual financial statements for the most recent year ended September 30 2013 and the Company's condensed consolidated interim financial statements for the same interim period. The Company's financial statements have been presented in accordance with International Financial Reporting Standards and are presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR (www.sedar.com) and at the Company's website (http://globalhempgroup.com)

This MD&A has been prepared effective as of May 29, 2014

Forward Looking Statements

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward–looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

Such forward–looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors such as general economic and business conditions, change in foreign currency exchange rates, and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward–looking statements. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	*Assumptions*	*Risk factors*
The Company may further raise capital in the future to finance the Company's operations through equity or debt financing, including related party loan, or through other arrangements including but not limited to joint-venturing.	*Based on management's current plan in raising capital in the future.*	*Change in interest rate, support by related parties, change in condition of capital market*

Overall Performance

Background

Global Hemp Group Inc. (formerly Arris Holdings Inc.) was incorporated on October 30, 2009 in British Columbia, Canada and had its name change effectively on March 24, 2014. The company's principal activity had been exploration and development of mineral properties in prior periods and changed to agriculture and manufacturing in the industrial hemp sector on March 24, 2014 when the Company changed its name to Global Hemp Group Inc.

The Company's office is Suite 200 – 8338 120th Street, Surrey, BC, V3W 3N4. The Company's common shares are currently traded on Canadian Securities Exchange ("CSE") under the symbol "GHG", on Boerse-Frankfurt Exchange under the symbol "GHG", on XETRA Exchange in Europe under the symbol GHG, and on the USA OTC Markets under the symbol "GBHPF".

Corporate Update

Mr. Charles Larsen, was appointed the Company's director and Chief Executive Officer on December 12, 2013 and also the President on April 15, 2014. Dr. Reid Jilek, was appointed the Chief Business Development Officer of the Company and was elected the Company's director on February 7, 2014.

Mr. Mikhail Gurfinkel and Mr. Weber Christopher joined the Company as director on February 7, 2014 and April 3, 2014 respectively. The new directors are expected to provide the Company their vision and experiences in the process of developing the companying into new business areas. The Company is expected to be benefited from the newly appointed officers' experience and exposure in the hemp industry.

On December 17, 2013, the Company incorporated a wholly owned subsidiary Global Hemp Group, Inc. in Nevada of U.S.A. The Company has started to conduct business in the U.S.A through this subsidiary commencing April 1, 2014.

Share Capital Update

On February 7, 2014, the Company's shareholders approve a 1-5 (one to five) forward stock split (the "Stock Split") in the Company's annual general special meeting. This Stock Split became effective on February 26, 2014. The presentation of number of outstanding shares, warrants, loss per shares in this MD&A has been adjusted retrospectively to reflect this Stock Split unless otherwise stated

During the quarter ended March 31, 2014, 8,000,000 warrants were exercised into common shares of the Company at $0.02/share. An addition 2,000,000 warrants were exercised into common shares in April 2014 at $0.02/share.

The Company completed a private placement for issuance 3,000,000 units ("Units A") at $0.1/unit in April 2014 for gross proceeds of $300,000. Each Unit A is comprised of one common share and one share purchase warrant ("Warrants A"). Each Warrant A can be exercised into on common shares of the Company at $0.15/share and Warrants A will expire 24 months from the date of distribution. These Units A are subject to a statutory holding period.

Finder’s fees have been paid in relation to the financing via the issuance of 98,800 finder’s warrants, having the same terms as the Warrants A, plus a cash payment of $9,880.

Stock Option

Subsequent to the quarter ended March 31, 2014, the Company granted 12,475,999 stock options to directors, various officers, and external consultants. Each option can be exercised into one common share of the Company at $0.1/share. 11,599,999 of these warrants will expire on April 7, 2019 and the remaining 876,000 options will expire on April 7, 2016. All of these options were vested on issuance.

Share for Debt Settlement

On April 11, 2014, the Company issued 2,332,580 common shares (at $0.1/share) to an officer and various directors to settle $233,258 payable owing arising from their services rendered in prior periods.

Proposed Financing

The Company is conducting a non-brokered private placement of fifteen million units at a price of $.10 per unit (the “Unit B”) to raise an aggregate total of $1,500,000 (the “Proposed Financing”). The Company plans to have several tranches during this offering.

Each Unit B will consist of one common share in the equity of the Company and one share purchase warrant (the “Warrant B”). Each Warrant B entitles the holder to purchase one additional common share at a price of $0.15 per share for a period of thirty six (36) months after the close of the Proposed Financing. Any securities issued as a result of this financing will be subject to a statutory hold period.

The funds raised from the Proposed Financing will be used to pay for industrial hemp inventory sourced from farmers, forward contracts for future raw material, a planned acquisition transaction and working capital. There may be finder’s fees and finders warrants paid in relation to this financing. Finder’s warrants will bear the same terms and conditions as the Warrant B. Completion of the Proposed Financing is subject to the completion of formal documentation and may be subject to regulatory approval.

Business Outlook

Subsequent to the quarter ended March 31, 2014, the Company entered into the following agreements to kick start its business:

1) On April 15, 2014, the Company received an exclusive 5 year off take agreement from HempNatura, Inc. (Hemp Natura Agreement”) In this agreement, Global Hemp Group guarantees delivery of processed hemp, seed, oil and cake to be used in the preparation of HempNatura’s food, beverage, body care, cosmeceutical and nutraceutical products and expanding product line. If the Company will not be able to comply with the Purchase Order under this agreement, the Company agrees to finance the purchase and processing of the materials requested under such Purchase Order.

To strengthen the relationship with HempNatura, the Company also entered into an agreement to purchase 20 percent of the common shares of HempNatura Inc. for USD$250,000 (the “Transaction”). In exchange, the Company will also receive a promissory note issued by HempNatura Inc. with the principal of USD$250,000 (the “Promissory Note”). This Promissory Note will be repaid with 10% interest per annum amortized over a three years period starting on the first monthly anniversary of the issuance of the Promissory Note. The Transaction is not completed as of the date of this report and is expected to complete at the beginning of July, 2014.

2) In April 2014, the Company purchased 40 metric tons of hemp seed that will be delivered to Hemp Natura, Inc. in the third quarter of calender 2014. This is the first purchase order of hemp seeds that is in connection with the 5 year exclusive supply agreement with the Hemp Natura Agreement.

3) In April 2014 the Company form a new cooperation with African Frontier Partners (“AFP”) whereby the Company will engage in economic development and promote environmental stewardship in sub-Saharan Africa. AFP is an advisory/investment management firm engaged in providing and structuring debt/equity finance for clients in the middle market category, government owned enterprises and not-for profit organizations operating in Africa. Working in cooperation with AFP to forge key relationships in order to gain the necessary regional support and regulatory approval, GHG plans to develop large-scale Industrial Hemp cultivation and processing facilities in Kenya, Ethiopia, Nigeria, and Ghana. Additionally significant research and development is planned in conjunction with local universities specializing in pharmacological and agricultural studies.

4) In April, 2014, the Company entered into contractual arrangements with various farmers in Alberta, Canada that will secure raw material output (the “Commodity”) for the company from 1,500 acres of industrial hemp this fall. Under these agreements, the Company agrees to pay the purchase price by four instalments as follows:

- $250/acre (totalling $375,000) to an escrow agent on May 15, 2014
- $250/acre (totalling $375,000) to an escrow agent on July 15, 2014
- Such amount which when combined with the funds in escrow, will be equivalent to 75% of purchase price on the date that the Company approves the Commodity as meeting the required standards.
- Balance payment within 30 days of the date that the Company take the Commodity from the farmers.

The Company is currently default on the first instalment of $375,000 and is subject to an interest that may charge to Company at 1%/month of the amount owing.

Selected Quarterly Information

The following table summarizes the results of operations for the Company’s eight most recent quarters.

	Quarter Ended							
	March 31, 2014	December31, 2013	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Revenue	-	-	-	-	-	-	-	-
Operating expenses	407,345	30,816	22,176	18,750	11,310	13,967	26,291	15,440
Loss from continued operations and net loss	407,345	30,816	22,176	18,750	11,310	13,967	62,198	15,440
Loss per share, basic and diluted	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

The Company is in its early stage and has not earned revenue since inception. Its past results of operation were not subject to seasonality. During the second quarter ended March 31, 2014 (“2014 Q2”), the Company had new management team and switched its focus in the agriculture and manufacturing in industrial hemp sector. As a result, the operating expenses incurred in 2014 Q2 increased and management expects operating costs may go up further when the Company started to increase its business activities in the future.

Results of Operations

Six Months Ended March 31, 2014 ("2014 Six Months")

The Company has not earned any revenue since inception, and does not expect to have revenue in the foreseeable future until the Company is developed into a viable business. Loss for 2014 Six Months was $438,161 (2013 Six Months – loss of $25,277). The $438,161 loss was mainly a result of having operating expenses of $438,161 in 2014 Six Months (2013 Six Months –$25,277).

Operating expenses increased by $412,884 as the Company had a new management team and board of directors in this period. Business activities increased substantially in this period. During 2014 Six Months, management focused on building the Company's business strategy, negotiation with potential suppliers of hemp seeds and potential customers, arranging private placement that was initiated in the 2014 Six Months, and activities to promote the Company to the public and investors. Management expects that there will be more business activities and higher operating expenditures in the rest of fiscal 2014.

The $438,161 operating expenses consisted mainly of $293,486 in consulting fees paid mainly to directors and corporate officers (2013 Six Months - $Nil), $37,302 of travel expenditure (2013 Six Months - $Nil) for officer and directors' travel in connection with negotiation and promotion activities, and $34,115 in trust and filing fees (2013 Six Months - $4,358). The trusting and filing fees increased by $29,757 as the Company incurred expenditures for listing its shares on Boerse-Frankfurt Exchange, on US OTC market, and for the application fees paid to CSE for name change and change of business.

As at March 31, 2014, the Company had $44,285 cash (September 30, 2013 - $812), accounts payable and accrued liabilities of $358,806 (September 30, 2013 - $31,591), and $2,034,000 share capital (September 30, 2013 - $1,874,000)

The increase of cash was mainly a result of increased of accounts payable and accrued liabilities and an increase of share capital by $160,000 arising from warrants exercise.

2014 Q2

Loss for 2014 Q2 was $407,345 (2013 Q2 –$11,310). The $407,345 loss was mainly a result of having operating expenses of $407,345 in 2014 Q2 (2013 Q2 –$11,310).

As discussed in the above, the Company had a new management team to help the Company switching into new a line of business during 2014 Six Months. As a result, operating expenses in 2014 Six Months increased significantly. Given these changes are effectively commenced in 2014 Q2, substantially all of the increase in the 2014 Six Months were included in the result of 2014 Q2.

The $407,345 operating expenses consisted mainly of $289,736 in consulting fees paid mainly to directors and corporate officers (2013 Q2 - $Nill), $37,302 of travel expenditure (2013 Q2 - $Nil) for officer and directors' business travel, and $16,079 in trust and filing fees (2013 Q2 - $747). The trusting and filing fees increased by $15,332 as the Company incurred expenditures for listing its shares on US OTC market, and for the application fees paid to CSE for name change and change of business approval during 2014 Q2.

Liquidity and Capital Resources

Financing of operations has been achieved primarily through equity and debt financing. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they are due. As at March 31, 2014, the Company had a working capital deficiency of $308,940.

Management realizes that the current liquidity and capital on hands are not sufficient to develop the Company into a viable business. In order to eliminate the working capital deficiency, the Company completed a private placement for gross proceeds of $300,000 (see "Share Capital Update" subsection) and completed a share for debt exchange to settle $233,258 payable owing to directors and officers in April 2014 (see "share for debt" subsection).

In order to provide capital to finance the Company's operations in a longer term, the Company is currently in the process of completion of a proposed private placement for gross proceeds of $1,500,000 (see "Proposed Financing" subsection).

The Company may further raise capital in the future to finance the Company's operations through equity or debt financing, including related party loan, or through other arrangements including but not limited to joint-venturing.

While the Company believes it will be able to raise additional financing when required, there is no guarantee that the Company can complete equity or debt financings in the future. There are inherent risks associated with the equities market and fluctuations in this market could negatively impact the Company's liquidity and access to capital resources. See the "Risks and Uncertainties" for further discussion of the risks the Company may have.

The Company does not have capital commitments and its capital resources are not subject to external restrictions.

During 2014 Six Months, the Company received $160,000 from its financial activities by issuing 8,000,000 common shares through warrant exercise.

During 2014 Six Months, the Company had no cash inflow/outflow from its investing activities.

Proposed Transactions

There are no proposed transactions that may have material impact to the Company except the Proposed Financing disclosed in the above

Outstanding Share Data

As at the date of this MD&A, the Company has the following shares or equities that are convertible to the Company's share capital on a one-to-one basis:

Class A Common Shares	133,249,440
Warrants	3,000,000
Stock Options	12,475,999

Off-Balance Sheet Arrangements

The company does not have off-balance sheet arrangements.

Transactions with Related Parties

Related party transactions not disclosed elsewhere are as follows:

a) Transactions with key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and the Company's CEO and CFO. The aggregate values of transactions relating to key management are as follows:

		Six Months Ended March 31, 2014	2013
		$	$
Companies controlled by the spouse of a director (Sandy Janda)	Rent	15,000	Nil
Company controlled by the Ex-President (Lucky Janda)	Rent	Nil	15,000
CEO, director	Consulting fees	60,646	Nil
President, director (Donald Steinberg)	Consulting fees	58,314	Nil
CFO	Consulting fees	4,558	Nil
Director (Reid Jilek)	Consulting fees	58,314	Nil
Director (Mikhail Gurfinkel)	Consulting fees	55,984	Nil

b) Balances due to related parties:

Amounts due to related parties are unsecured, non-interest bearing and due on demand. As at March 31, 2014 and September 30, 2013, the Company's accounts payable and accrued liabilities included the following balances owing to related parties.

		March 31, 2014 $	September 31, 2013 $	Note
Companies controlled by the spouse of a director(Sandy Janda)	Rent	2,625	Nil	
Director (Reid Jilek)	Consulting fees	58,314	Nil	1
Director (Mikhail Gurfinkel)	Consulting fees	55,984	Nil	1
CEO, director	Consulting fees	60,646	Nil	1
CEO, director	Expense reimbursement	64,299	Nil	
CFO	Consulting fees	2,950	Nil	
President, director	Consulting fees	58,314	Nil	1
Total		303,132	Nil	

Note 1 – These amounts owing as at March 31, 2014 (totalling $233,258) were settled by issuing shares at $0.1/share in April 2014 (see "Share for Debt" subsection)

Financial Instruments and Other Instruments

Refer to Notes 3 and 11 to the Company's audited financial statements for the year ended September 30, 2013 and note 7 to the Company's unaudited condensed consolidated interim financial statements for the same interim period of this MD&A

Changes in Accounting Policies including Initial Adoption

Refer to Notes 3 to the Company's unaudited condensed consolidated interim financial statements for the same interim period of this MD&A

Risks and Uncertainties

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. Significant risks of the Company's business include the following:

New Business

Our business is subject to risks inherent in the establishment of a new business enterprise, such as limited historical financial information, limited capital resources and the inability to raise additional funds when required. No commitments to provide additional funds have been made by management or other shareholders.

Dilution to the Existing Shareholders

The Company is very likely to further issue common stock to raise additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders. ,

Reliance on Management's Expertise

AHI strongly depends on the expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of such team could have a material adverse effect on the Company. AHI does not have any key person insurance in place for management.

Permits and Licenses

The hemp industry may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that are required to carry out the Company's hemp business.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies in similar line of business. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Financial and Disclosure Controls and Procedures

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Directors and Officers

Sandy Janda	Ex - CEO (resigned on December 12, 2013), director
Jack Bal	Ex- Director (resigned on December 12, 2013)
Mikhail Gurfinkel	Director (appointed on November 4, 2013)
Jamie Lewin	Ex -Chief Financial Officer (resigned in December 2013)
Larry Tsang	Chief Financial Officer – appointed on January 13, 2014
Charles Larsen	Director, President, and Chief Executive Officer (appointed on December 12, 2013 as director and CEO and appointed on April 15, 2013 as President)
Mr. Donald Steinberg	Director (resigned on April 14, 2014)
Dr. Reid Jilek,	Director and Chief Business Development Officer (appointed on February 7, 2014)
Weber Christopher	Director (appointed on April 3, 2014)