Global Hemp Group Inc.

Management Discussion and Analysis
Three and Six Months ended March 31, 2018

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. (the "Company" or "GHG') for the three and six months ended March 31, 2018 and should be read in conjunction with the Company's audited annual financial statements for the most recent year ended September 30, 2017. The Company's financial statements have been presented in accordance with International Financial Reporting Standards and are presented in Canadian dollars unless otherwise specified. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history of the Company are available on SEDAR (www.sedar.com) and at the Company's website (www.globalhempgroup.com)

This MD&A has been prepared effective as of May 30, 2018

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 & Nature of Business

Global Hemp Group (the "Company" or "GHG") was incorporated on October 30, 2009 in British Columbia, Canada, originally under the name Arris Holdings Inc., and on March 24, 2014 changed its name to Global Hemp Group Inc. The Company's registered office is #106 – 1169 Mt. Seymour Road, North Vancouver, BC, V7H 2Y4. The Company's common shares are currently traded on Canadian Securities Exchange ("CSE") under the symbol "GHG", on Börse Frankfurt under the symbol "GHG", and on the U.S. OTC Markets under the symbol "GBHPF".

The Company is focused on a multi-phased strategy to build a strong presence in the industrial hemp industry in both Canada and the United States. The first phase of this strategy is to develop hemp cultivation with the objective of having the cannabinoids (CBD, CBG, CBN & CBC) extracted, creating a near term revenue stream that will allow the Company to expand and develop successive phases of the strategy. The Company's Joint Ventures in New Brunswick, Canada and Oregon, USA, are examples of the first phase of this strategy underway.

The second phase of the plan will focus on the development of value-added industrial products utilizing the processing of the whole hemp plant, as envisioned in the Company's Hemp Agro-Industrial Zone (HAIZ) strategy. These zones are designed to be replicated in any region where the law allows for the cultivation of industrial hemp.

The Hemp Agro-Industrial Zone https://globalhempgroup.com/hempagro is an optimization concept that grew out of GHG's efforts to carve a niche of its own in the spectrum of hemp industries. It seeks to build cooperative mechanisms between capital, farmers and labour, and across industrial sectors, focused on different parts of the hemp plant, to produce greater social and environmental benefits with substantial financial reward to capital.

Benefits of the HAIZ strategy:

- Economic: Currently, the most profitable aspect of the HAIZ is cannabinoid extraction and refinement. In the near term, extraction will be the foundation that will subsidize the development of industrial applications for this strategy. Management expects that over time, these industrial applications will become the largest and most profitable aspects of the HAIZ.

- Social: From soil to shelf, the HAIZ concept is based on a collaborative rather than competitive operations model, benefiting all stakeholders throughout the process. From growing of the crops through to the final materials and products, the HAIZ concept promotes cross-sector partnerships, rural development and job creation.

- Environmental: GHG embodies a commitment to environmentally-friendly processes, from farming to production. The HAIZ concept utilizes the entire plant for the production of raw materials and products for the overall best benefits that balance profitability, as well as socio-economic and environmental impacts.

Management is actively looking for additional projects in the high yielding cannabinoid hemp cultivation space that can be acquired or joint-ventured on to produce near term revenue.

State of the Hemp Industry in Canada and the United States

As the hemp industry continues to rapidly mature, much more detailed data is becoming available. Previously, the calculated the size and growth of the hemp has been based on approximations of sales in the categories of textiles, auto parts, building materials and other products, in addition to known data on the sales of hemp foods and body care. Now that there is much more specific data available that includes cannabinoids, the Hemp Business Journal projects a USD$2B hemp market by 2020 overall, while the hemp CBD market is projected to be USD $450M by 2020, up from $130M in 2016.

Canada however has not participated in the emerging growth of the hemp derived CBD market, but that is all about to change with changes in legislation slated for mid-2018. In the U.S., thirty-four states have now passed legislation that allow hemp farming as part of U.S. H.R. 3530, the Industrial Hemp Farming Act of 2017. Vote Hemp estimates that approximately 25,541 acres of hemp crops were planted in the U.S. in 2017, up from 9,770 acres in 2016. By comparison, it has been reported by Health Canada that more than 120,000 acres were licensed for hemp cultivation in in Canada in 2017, making it a more established market to operate in.

In the past two decades, several feasibility and marketing studies have been conducted by researchers at the USDA and various land grant universities and state agencies. Studies by researchers in Canada and various state agencies provide a mostly positive market outlook for growing hemp, citing rising consumer demand and the potential range of product uses for hemp. Some state reports claim that if the current restriction on growing hemp in the United States were totally removed, agricultural producers in their states could benefit. Other studies highlight certain production advantages associated with hemp or acknowledge hemp's benefits as a rotational crop or further claim that hemp may be less environmental degrading than most other agricultural crops. Some studies also claim certain production advantages to hemp growers, such as relatively low input and management requirements for the crop. (CRS, Hemp as an Agricultural Commodity, Johnson, Renee, March 10, 2017).

Business Outlook

New Brunswick Hemp/CBD Project

Global Hemp Group (the "Company" or "GHG") has established a 50/50 joint venture (JV) with Marijuana Company of America, Inc. (OTC: MCOA) to develop a multi-phase hemp/CBD project on the Acadian peninsula, in New Brunswick (NB), Canada.

Under the terms of the JV, MCOA, a California based cannabis and hemp research and development company, whose business includes the marketing and distribution of hemp-based consumer wellness products, has joined GHG in developing commercial hemp production in New Brunswick. GHG and MCOA (the "Partners") will share equally the cost of developing the project. GHG will provide technical and management expertise, while MCOA will provide funding for the project and will become the project's primary off-taker having been granted a Right of First Refusal for any cannabinoids produced and extracted from the project. They will also facilitate access to international markets for the project's CBD production, and assist in product development and distribution.

Research is also an important component of the project. GHG has partnered with a very dynamic college, the Collège Communautaire du Nouveau Brunswick (CCNB) in Bathurst, NB. CCNB will assist the Partners in conducting research with the hemp cultivation and support innovation in industry through its innovation center. The project will benefit from CCNB's laboratory capacity in analyzing hemp samples, as well addressing some of the technical issues associated with crop production, processing, and training.

The HAIZ collaboratively produces and processes 100% of the hemp plant to produce a number of wholesale industrial materials, and ultimately high value cannabinoids like CBD, CBG, CBC and CBN. The Partners' vision for the project is to produce greater social and environmental benefits for New Brunswick, while creating significant value for shareholders. The Phase One, first year research trial provided valuable information to refine the Company's project, which is designed to support and promote the expansion of the hemp industry into New Brunswick, through the development of the processing infrastructure required to take the industry to the next level. The HAIZ will provide market opportunities for farmers; create jobs in an economically depressed area; provide the opportunity to develop biodegradable products of superior quality; and, help support GHG's commitment to creating a carbon free economy.

Business Update

Phase Two, 2018 Outlook for New Brunswick Hemp Project

With a successful Phase One, first year hemp trial in New Brunswick now complete, the Partners are now focusing on developing commercial hemp production this season. Farmers have been recruited and a minimum of 125 acres of hemp is being planted in the region in 2018, with the goal of increasing the acreage under cultivation to more than 1,000 acres by year three of the project. This first commercial crop will focus on CBD extraction, as Health Canada proposed changes in the law to allow the extraction of cannabinoids from hemp is expected to be in place prior to the 2018 harvest.

As of the date of this report, planting of seed on the first 77 acres is now complete. The remaining 48 acres will be seeded over the next two weeks, once the farmers receive soil test results for this acreage and are able to determine fertilizer requirements for this year's cultivation.

The Department of Aquaculture Agriculture and Fisheries (DAAF) will also be conducting fertility trials on reserved plots at participating farms. DAAF will contribute the fertilizers to the project as part of these trials. The trials will be conducted at no cost to the project and are a clear indication of the collaborative relationship that has been established with DAAF.

The Partners have hired a fulltime project agrologist and field manager for the project. Ms. Parker-Duivenvoorden has over 15 years experience with the Nova Scotia Dept of Agriculture and with the New Brunswick Soil and Crop Association ("NBSCA"). While working at the NBSCA, she has developed strong ties in the farming community that will prove to be advantageous as the project expands from the initial group of four farmers to more than fifty farmers as envisioned in coming years. In addition to being responsible for the project locally, she will provide advisory services to participating farmers, will conduct on-farm research projects to properly monitor the behaviour of various hemp varieties in different environments of the region. She will also develop training materials to assist farmers who will join the project in subsequent years.

One of the long-term research projects headed by Ms. Parker-Duivenvoorden will be to develop a profitable crop rotation for organic hemp, opening the way for organic CBD. Starting this year, an organic certification trial will begin on an additional two-acre plot at the project. It will take three years to complete the organic certification process for this field. As part of the process, the plot will begin a three-year cultivation rotation of hemp, oats and a green manure crop to be defined at a later date. In three years this plot will produce certified organic CBD and organic oats, a crop with an excellent market.

The Partners have also secured a 4,000 sq. ft. facility in Bathurst, New Brunswick for the project. The building will be used for biomass storage and to install drying equipment that will used to process the fresh material. Dried material will be stored at the facility while awaiting further processing by third party processors. Once proper licenses have been acquired for importing and manufacturing finished CBD products, the site may also serve as a distribution center for the hempSMARTTM and Benihemp line of products.

Project managers are currently evaluating drying equipment that will be required to process the biomass after it is harvested. Drying will prepare the biomass for shipment to processors for extraction of the cannabinoids. Management is in discussions with a number of potential processing partners for this material. A final decision will be made in the coming weeks.

LOI to form a joint venture with Western Sierra Mining Corp. (WSM) of Edmond, Oklahoma for the acquisition of agricultural lands for the purpose of hemp cultivation and the development of a HAIZ was signed on July 29, 2015. The Partners have agreed that while this remains an attractive project to develop when funding is secured, they would terminate the LOI at this time, with the intent that if funding became available in the future, they would re-evaluate the project at that time.

Warrants and Options Exercises – Since the beginning of fiscal year beginning on October 1, 2017 to the date of this period of management discussion and analysis, a total of 13,982,750 share-purchase warrants and 2,000,000 share-purchase options have been exercised resulted in issuance of 15,982,750 common shares for gross proceeds of $1,039,138.

Subsequent Events

Acquisition of 109-acre farm in Scio, Oregon

On May 1, 2018 the Company announced that it, in partnership with Marijuana Company of America, Inc. (OTC: MCOA) has acquired a 109-acre agricultural property in Scio, Oregon (the "Property") for the cultivation of high CBD yielding hemp for the upcoming 2018 growing season.

This particular property was chosen as it has a history of hemp cultivation over the last two growing seasons and contains a high level of organic matter in the soil, which makes it ideal for hemp cultivation. In addition, the property has appropriate irrigation infrastructure that includes sufficient authorized water rights to allow for irrigated cultivation, which is expected to greatly enhance yields of the proposed high CBD hemp cultivars that the partners are planning to grow on the property.

The property, located in the fertile Willamette Valley approximately 70 miles south of Portland, Oregon, was acquired for US$1.1 million. The terms of the acquisition include a cash down payment of US$130,000 and the issuance of 2,100,000 common shares in the share capital of GHG valued at US$275,000, to be delivered within 15 days of closing. The partners are each contributing one half of the cash consideration for the down payment purposes, or the amount of US$65,000. MCOA is also contributing a cash payment equal to one-half of the value of GHG's stock consideration, or the amount of US$137,500, that will be paid from the expected profits to be produced from the project during the first year of operations.

The GHG common shares to be issued pursuant to the Acquisition Agreement are considered to be issued on a private placement basis, according to the CSE Policy 6. Such common shares are subject to a customary one (1) year hold period pursuant to the provisions of Rule 144 of the Securities Act of 1933. The balance, the amount of US$695,000, is a promissory note ("the Note") issued to the current owner, which matures on May 1, 2021. Interest on the Note is set at 4.0% per annum, adjustable on the first day of October each year, based on the closing interest rate of the Ten-Year U.S. Treasury Note on September 30th plus 1.15%. The Note calls for monthly payments of US$7,036.54 beginning as of June 1, 2018, and a final payment of the remaining balance on May 1, 2021.

The partners have been exploring hemp cultivation and cannabinoid extraction opportunities in the U.S. Pacific Northwest for more than a year. The State of Oregon was chosen for this project due to climate considerations, the current regulatory environment in the State and availability of local experienced personnel.

Joint Venture Agreement Signed on Scio, Oregon Hemp Project

On May 9, 2018 the Company announced that it signed a Joint Venture Agreement (the "Agreement") with

MARIJUANA COMPANY OF AMERICA, INC. (OTC: MCOA) to cultivate high yielding CBD hemp at its recently acquired 109-acre farm in Scio, Oregon (the "Project").

Pursuant to the terms of the Agreement, GHG and MCOA (the "Partners") will jointly invest a total of US$1.2 million in the development of the Project in 2018. Funding for the Project will be done on a 50/50 basis. GHG has sufficient capital on hand to fund their share of the Joint Venture for 2018, as a result of the recently completed private placement (see GHG's news release of March 7, 2018 for further details) and MCOA is in the process of advancing their share of the investment.

The Partners have engaged TTO Enterprises Inc. ("TTO") to manage the Project. TTO will serve as Project and Farm Manager and will be responsible for the Scio operation. For managing the Project, TTO will earn a 15% equity interest in the Project. The Partners have the right to exchange 10% of TTO's equity initial interest of 15% for common shares and share purchase warrants of both of the Partners, based on specific milestones being met, as more fully described below.

The joint venture entity, Covered Bridge Acres LTD. ("CBA"), is initially owned by GHG (42.5%), MCOA (42.5%) and TTO (15%). Upon planting of 20,000 clones at the farm (the "First Milestone"), one third (5.0%) of TTO's initial interest in CBA will be acquired by GHG and MCOA in exchange for 250,000 common shares of GHG and 250,000 common share purchase warrants of GHG exercisable at a price of USD$0.12 for a period of five years to be issued to TTO, along with 1,000,000 common shares of MCOA and 1,000,000 common share purchase warrants of MCOA exercisable at a price of USD$0.03 for a period of five years to be issued to TTO. Upon reaching the First Milestone, TTO's ownership in CBA will then be reduced to 10%.

Upon CBA's EBITDA reaching US$1,000,000 in a calendar year (the "Second Milestone"), an additional one third (5%) of TTO's initial interest in CBA will be acquired by GHG and MCOA in exchange for 250,000 common shares of GHG and 250,000 common share purchase warrants of GHG exercisable at USD$0.12 for a period of five years to be issued to TTO, along with 1,000,000 common shares of MCOA and 1,000,000 common share purchase warrants exercisable at USD$0.03 for a period of five years to be issued to TTO. Following reaching of the Second Milestone, TTO's ownership in CBA will be reduced to 5.0%. Pursuant to the terms of the Agreement, common shares and common share purchase warrants of both GHG and MCOA will be deposited in escrow at a price per share of USD$0.12 for GHG and USD$0.03 MCOA for this purpose.

In addition, the Partners have set up a second escrow of common shares and share purchase warrants to incentivize TTO for the successful development and maximization of shareholder value in the Project (the "Second Escrow").

Pursuant to the terms of the Agreement, the Partners will deposit to escrow as follows: GHG will deposit 2,500,000 common shares of GHG at a deemed price of CDN$0.20 and 2,500,000 common share purchase warrants exercisable at a deemed price of CDN$0.36 per common share for a period of three years, whereas MCOA will deposit 11,000,000 of its common shares at a deemed price of USD$0.046 per common share and 11,000,000 common share purchase warrants exercisable at a price of USD$0.083 per common share for a period of three years. Fifty percent (50%) of this Second Escrow will be earned by TTO upon CBA generating US$1,000,000 EBITDA, and the final fifty percent (50%) will be earned by TTO upon CBA generating US$2,000,000 EBITDA.

GHG and MCOA continue to develop a robust North American joint venture relationship. The Partners initially joint ventured on hemp trials in New Brunswick in 2017, which has now expanded to 125 acres of commercial production for 2018. This partnership has now expanded into the United States with the addition of the Scio, Oregon Project. The Companies continue to seek additional cannabinoid production opportunities across Canada and United States.

Selected Quarterly Information

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

	Quarter Ended							
	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
	$	$	$	$	$	$	$	$
Revenue	-	-	-	-	-	-	-	-
Operating expenses	(75,062)	(78,339)	(758,437)	(15,920)	(26,377)	(12,784)	(39,132)	(13,353)
Net Income (Loss) from continued operations & net loss	(49,498)	(77,739)	(757,031)	(14,020)	(25,159)	(14,904)	2,486	(19,936)
Loss per share, basic & diluted	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Results of Operations

Six months ended March 31, 2018 (“2018 Six Months”)

Loss for 2018 Six Months was $133,283 (2017 Six Months – loss of $40,063). The $133,283 loss was mainly a combined result of having operating expenses of $153,401 (2017 Six Months–$31,770), and exchange gain of $18,340 (2017 Six Months – Loss of $902). Consulting fees of $65,964 (2017 Six Months-$18,206), professional fees of $22,610 (2017 Six Months-$3,357), shareholder communications of $30,662 (2017 Six Months-$NIL), research and development of $6,291 (2017 Six Months-$NIL) and travel of $13,304 (2017 Six Months-$173). The increase of all these categories of expenditures was driven by the private placement of gross proceeds of $1,500,000 completed on March 7, 2018, the initiation of the New Brunswick Hemp Project and the Scio, Oregon Hemp Project and corporate development activities during 2018 Six Months.
The foreign exchange gain of $18,340 (2017 Six Months-Loss of $902) incurred during 2018 Six Months was mainly due to an approximate sum of US$ 649,000 related to the private placement received in February 2018 appreciated from $1.25 Canadian Dollar/US Dollar to $1.28 Canadian Dollar at March 31, 2018.

Interest revenue of $1,778 earned during 2018 Six Months (2017 Six Months-$NIL) was a result of the 3.95% per annum interest rate for the $1,000,000 GIC deposit since February 2018 which was funded by the private placement during the period.

Quarter Ended March 31, 2018 (“2018” Q2)
Loss for 2018 Q2 was $55,544 (Quarter Ended March 31, 2017 (“2017 Q2”) – loss of $25,159). The $55,544 loss was mainly a combined result of having operating expenses of $75,062 (2017 Q2 –$26,377), and exchange gain of $17,740 (2017 Q2 – $1,218). Consulting fees of $16,687 (2017 Q2-$17,770), professional fees of $5,839 (2017 Q2-$1,857), shareholder communications of $26,884 (2017 Q2-$NIL), research and development of $3,130 (2017 Q2-$NIL) and travel of $12,495 (2017 Q2-$NIL). The increase of all these categories of expenditures was driven by the private

placement of gross proceeds of $1,500,000 completed on March 7, 2018, the initiation of the New Brunswick Hemp Project and the Scio, Oregon Hemp Project and corporate development activities during 2018 Six Months.
The foreign exchange gain of $17,740 (2017 Q2 - $1,218) incurred during 2018 Six Months was mainly due to an approximate sum of US$ 649,000 related to the private placement received in February 2018 appreciated from $1.25 Canadian Dollar/US Dollar to $1.28 Canadian Dollar at March 31, 2018.

Interest revenue of $1,778 earned during 2018 Q2 (2017 Q2-$NIL) was a result of the 3.95% per annum interest rate for the $1,000,000 GIC deposit since February 2018 which was funded by the private placement during the period.

As at March 31, 2018, the Company had $2,039,596 cash (September 30, 2017 - $40,455), accounts payable and accrued liabilities of $229,349 (September 30, 2017 - $244,211), notes payable of $25,698 (September 30, 2017 - $24,597) and $6,045,109 in share capital (September 30, 2017 - $3,423,935).

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, 2018, the Company had a working capital of $1,789,643.

Management realizes that the current liquidity and capital on hands are not sufficient to develop the Company into a viable business. In order to improve the working capital, 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.

Proposed Transactions

There are no proposed transactions that may have material impact to the Company.

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	183,226,594
Warrants	14,987,455
Stock Options	13,150,000

Off-Balance Sheet Arrangements

The company does not have off-balance sheet arrangements.

Transactions with Related Parties

Key Management Compensation:

	Nature of transactions	Six months ended March 31, 2018	Six months ended March 31, 2017
		$	$
Directors	Consulting fees	55,277	-

As at March 31, 2018, $4,913 (September 30, 2017-$122,685) was owing to the CEO of the Company.

As at March 31, 2018, $5,818 (September 30, 2017-$128,882) was owing to the CFO of the Company.

As at March 31, 2018, $788 (September 30, 2017-$127,677) was owing to a director of the Company.

Financial Instruments and Other Instruments

Refer to Notes 9 to the Company's interim financial statements for the three and six months ended March 31, 2018.

Changes in Accounting Policies including Initial Adoption

Refer to Notes 3 to the Company's interim financial statements for the three and six months ended March 31, 2018.

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

GHG 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. GHG does not have any key person insurance in place for management.

Permits and Licenses

The hemp and cannabis industries 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 and cannabis 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

Charles Larsen	Director, President, and CEO
Curt Huber	Director and CFO
Dr. Paul Perrault	Director
Jeffrey Kilpatrick	Director