



# **Global Hemp Group Inc.**

**Management Discussion and Analysis  
Three and Nine Months ended June 30, 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 nine months ended June 30, 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](http://www.sedar.com)) and at the Company's website ([www.globalhempgroup.com](http://www.globalhempgroup.com))

This MD&A has been prepared effective as of August 29, 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.*

<b>Forwarding looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
<i>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.</i>	<i>Based on management's current plan in raising capital in the future.</i>	<i>Change in interest rate, support by related parties, change in condition of capital market</i>

## **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 for cannabinoid (CBD, CBG, CBN & CBC) extraction, 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 projects in New Brunswick, Canada and Oregon, USA, are examples of the execution of this first phase of the strategy that are currently 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 for those involved.

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, the industrial applications of hemp 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.

### **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\$2.1B hemp market by 2020 overall.

Health Canada, the governing body in charge of industrial hemp licensing and its regulations in Canada, has issued a new Class Exemption to the Industrial Hemp Regulations in relation to the flowering heads, leaves and branches of the plant. This will allow harvesting, drying and storing flowering heads, leaves and branches of hemp prior to the implementation of the Cannabis Act on October 17, 2018, when extraction of CBD from the flowers and leaves from hemp will become legal in Canada. This will enable the industry to take advantage of an entirely new hemp product market utilizing hemp derived cannabinoids. 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).

## **Acquisitions**

### **Acquisition of a 109 Acre Farm in Scio, Oregon**

After investigating hemp opportunities in the U.S. Pacific Northwest for more than a year, on May 1, 2018 the Company announced that it, in partnership with Marijuana Company of America, Inc. (OTC: MCOA), had acquired a 109 acre agricultural property in Scio, Oregon for the cultivation of high CBD yielding hemp for the upcoming 2018 growing season. The State of Oregon was chosen due to climate considerations, the current regulatory environment in the State and availability of local experienced personnel.

This particular property, located in the fertile Willamette Valley approximately 70 miles south of Portland, was selected as it had a history of hemp cultivation over the last two growing seasons and contained a high level of organic matter in the soil, making it ideal for hemp cultivation. The property also has appropriate irrigation infrastructure that includes sufficient authorized water rights to allow for irrigated cultivation, which will greatly enhance yields of the proposed high CBD hemp cultivars that the partners are were planning to grow on the property.

Details of the Transaction - The property 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 of GHG valued at US\$275,000. The balance of US\$695,000 is held on 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 June 1, 2018, and a final payment of the remaining balance on May 1, 2021.

The partners each contributed half of the cash consideration for the down payment (US\$65,000 each). MCOA is also contributing a cash payment equal to one-half of the value of GHG's stock consideration (US\$137,500), that will be paid from the expected profits from the project during the first year of operation. The GHG common shares 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 year hold period pursuant to the provisions of Rule 144 of the Securities Act of 1933.

### **Acquisition of a 50% Equity Interest in Cash Crop Today Media, LLC**

On May 31, 2018 the Company announced that it had acquired a 50% equity interest in Cash Crop Today Media, LLC (“CCT”) (<http://cashcroptoday.com>). CCT is a global media, branding, and technology company that is focused on reporting the latest industry news related to investment information, entrepreneurship, politics, and technology from the industrial hemp and cannabis sectors. CCT offers an array of business to business and consumer marketing services such as digital media placement and advertising, curated video content development, management of social media campaigns, and regional, national, and international distribution. This past quarter Cash Crop Today has grown rapidly and currently has a total of 1.38 million views from visitors on their website monthly.

Pursuant to the terms of the Agreement, the Company paid a total of US\$150,000 for its 50% interest in CCT, comprised of US\$60,000 in cash and the issuance of 600,000 common shares of GHG valued at US\$90,000. The shares issued pursuant to the Agreement are issued on the basis of a private placement, according to Canadian Stock Exchange (the “CSE”) Policy 6. Such Shares are subject to a customary one-year hold period pursuant to the provisions of Rule 144 of the Securities Act of 1933.

Management had been observing CCT’s progress since its inception 8 months ago and was impressed with how far they have advanced their business model in that short time. There is a clear demand for investment information distribution focused on the rapidly emerging hemp and cannabis industries, but there are few portals that retail and institutional investors can consistently count on for breaking news and valuable investment information on these industries.

### **Business Update**

#### **High Yielding CBD Hemp Project in Scio, Oregon**

Subsequent to the acquisition of the 109-acre farm in Scio, Oregon, on May 9, 2018 GHG and MCOA (the “Partners”) signed a Joint Venture Agreement which outlined their commitment to 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.

The Partners initially engaged TTO Enterprises Inc. (“TTO”) to manage the Project. TTO will serve as Project and Farm Manager and will be responsible for the entire Scio operation as well as provide consulting services to the Partners’ 125-acre joint venture farm operations in New Brunswick, Canada. For managing the Project, TTO was to earn a 15% equity interest in the Project, which the Partners had the right to exchange 10% of TTO’s initial 15% equity interest for common shares and share purchase warrants of both of the Partners, based on specific milestones being met. Additionally, the Partners set up an escrow of common shares and share purchase warrants to incentivize TTO for the successful development and maximization of shareholder value in the Project. For complete details on the transaction, please refer to the news release of May 9, 2018 (<https://goo.gl/VdpK7v>).

On July 31, 2018 the Partners announced that they had implemented a number of changes to the Project. Jeff Ward joined the team as the new Farm/Project Manager, replacing TTO Enterprises Inc. The Partners acquired TTO’s 15% interest in the project for \$30,000, increasing their respective interest to 50% each, and cancelled the issuance of shares and warrants associated with the further acquisition of TTO’s interest and the incentive escrow, per the original Joint Venture Agreement.

In addition, the terms of the previously announced Escrow Pool to incentivize the Oregon staff and consultants for the successful development and maximization of shareholder value in the Scio Hemp Project. While the milestones for escrow release remain the same, the number of shares and share purchase warrants have been reduced, and the participants have changed. GHG will be depositing to the Escrow Pool 2,300,000 common



shares of GHG and 2,300,000 common share purchase warrants exercisable at a price of CDN\$0.36 per common share for a period of three years, with MCOA depositing 10,120,000 of its common shares and 10,120,000 common share purchase warrants exercisable at a price of USD\$0.083 per common share for a period of three years.

### **The Project**

For the 2018 cultivation, clones produced on the farm were supplemented with the purchase of additional clones from the market. There have been approximately 40,000 clones from six different cultivars planted at the farm on 33 acres this year. The clones were planted “orchard style”, 4 to 5 feet on centre, with rows 5 feet apart to provide space for each plant to receive sufficient sunlight, water and nutrients, and mature to maximum size to produce the highest CBD yield possible upon harvest.

In addition to the outdoor cultivation, there have been five greenhouses purchased for the project that will provide more than 19,000 sq. ft. of indoor growing space. A potential strategy for the greenhouses is to employ a perpetual harvest model, in addition to the outdoor cultivation. The Partners are currently evaluating additional greenhouse technologies for expansion of indoor cultivation space to augment the potential perpetual harvest model square footage. This dual strategy would optimize revenue generation throughout the year to minimize the impact of single crop harvesting in October when most other hemp CBD farms harvest and typically drive prices down. Another potential strategy for the additional greenhouses being evaluated is a breeding program to produce seed and clones where excess could be sold to other farmers. Market prices tend to climb throughout the year as less biomass is available for processing and distribution, as is occurring with current market prices. By August it is expected that full spectrum CBD oil will be in tight supply and prices will continue to climb until after the October 2018 harvest season is processed.



## **Farm Update**

The 2018 hemp cultivation at the Scio Oregon farm is operating under the name Covered Bridge Acres (CBA). Although field work at the project started later than expected due to delays in closing of the farm acquisition and various personnel changes, our highly experienced team was able to complete two and a half months of field prep in just four weeks.

With the planting now complete, our team of eight full time staff has now turned their focus to completing the construction of the five greenhouses that were acquired earlier in the year. Initial use for these greenhouses will be for the drying the hemp biomass, prior to it being sent out for cannabinoid extraction. Once drying is complete, the greenhouse space will be used for research and clone production for the 2019 planting season, and the potential for year-round harvest as the project continues to expand its greenhouse space going forward.



In addition, as many neighbouring farms have expressed interest in growing hemp. Management is looking at ways to either partner with or contract them, similar to the model being used on the Partner's 125-acre New Brunswick hemp farming project.

The management team is in the process of evaluating harvesting, drying, storage and processing strategies in preparation for the late September, early October harvest. The Partners have guaranteed offtake agreement offers and are evaluating the profit models of selling the biomass in bulk to processors or joint venturing with consulting partners to construct facilities for drying and partnering with processors to market and distribute processed oils in the open market.

## **The New Brunswick Hemp Project**

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

With a successful Phase One first year hemp trial completed in 2017, the Partners have focused on developing commercial hemp production in 2018. Four farmers have been contracted to grow hemp on 125 acres in the region, with the goal of increasing the acreage under cultivation in the project to more than 1,000 acres within three years. This first commercial crop will focus on hemp cultivated for cannabinoid extraction, as will be allowed by law in Canada, beginning October 17, 2018 with the implementation of the Cannabis Act. From harvest until the implementation of the Act, the hemp will be dried and stored, as allowed by Health Canada recently issued Class Exemption in Relation to the Industrial Hemp Regulations (flowering heads, leaves and branches). This will allow the Partners to legally harvest, dry

and store flowering heads, leaves and branches of industrial hemp from its 2018 cultivation.

### **Field Crop Style**

Unlike the Oregon project, the 125 acres was planted from seed, in field cropping style, as compared to orchard style with clones. CBD content of the hemp also tends to be considerably lower at the New Brunswick project as the project can only use hemp seed that is on Health Canada's List of Approved Cultivars, which at this time does not have cultivars with 12-18% CBD as used at the Oregon project. Utilizing dense cropping will increase the numbers of plants grown, thereby increased the amount of CBD produced from this style of cultivation.

### **Bathurst Facility**

The Partners have leased a 4,000 sq. ft. facility in Bathurst, New Brunswick for the project. The building will be used for offices for the project, as well as a drying facility to process the fresh biomass and for storage once complete. Drying prepares the biomass for shipment to third party processors for extraction of the cannabinoids.

A high capacity hemp dryer capable of drying 125 acres of flowers and leaves from the 2018 cultivation was purchased and arrived at the Bathurst facility late August. It has been installed and is currently processing the first batches of biomass to assess the performance of the dryer under real conditions. Regular harvesting and processing will begin in early September.

In addition, once proper licenses have been acquired for importing and manufacturing finished CBD products, the site may also serve as a distribution center for the hempSMART™ and Benihemp line of products manufactured by GHG's partner MCOA.

### **Project Agrologist and Field Manager**

A fulltime project agrologist and field manager was hired 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.

### **Collaboration with New Brunswick Department of Aquaculture, Agriculture and Fisheries**

On June 21, 2018 it was announced that an initial collaborative framework with the New Brunswick Department of Aquaculture, Agriculture and Fisheries (DAAF) has been established. The DAAF has awarded a grant of \$10,750 to support demonstration projects it will undertake in the current cropping season at the project. This grant will be directed to three areas of collaboration.





The first area of collaboration will be to study the impact of the European Corn Borer (ECB) on the hemp plant. From the cultivation trial last year, some hemp stalk damage was noted from the ECB. This study will determine if the ECB causes economically significant damage to the crop and will explore control options with further cooperative efforts. Results from this study could potentially benefit the entire emerging industrial hemp industry in NB. Corn borer damage was observed again this year with minimal impact on flower and leaf production, but the problem will need to be addressed for the next cropping season when we will move to the next phase of the project and exploit the straw.

In addition, the DAAF grant will be used to explore correcting soil acidity utilizing slag lime, an abundant resource in the region, and to test the use of modern drone technology to monitor field conditions at the farms.

Hawkeye Drone Services (<http://hawkeyedroneservices.ca>) was engaged to fly over the hemp farms with drones equipped with multispectral cameras. This will provide a holistic view of a crop's growth, identify issues and better target field scouting. The drone imaging will be accompanied by data collected at field level on soil moisture and temperature. With ground data, drone images will be able to determine physically stressed or unhealthy areas.

DAAF is also conducting a Nitrogen fertility project on a portion of one of the farms. The rates of Nitrogen fertilizer applied to hemp is being tested as a local follow up to research conducted at McGill University. CBD content is monitored for different levels of Nitrogen.

University of New Brunswick scientists, in collaboration with the Company's agrologist, have initiated a small project to understand how plant nutrition affects plant performance. This approach called Diagnostic and Recommendation Integrated System (DRIS) will compare excellent and poor performers to assess how nutrition considerations impacted on this difference of performance. The project has benefited from the financial support of the National Research Council under its IRAP program

Global Hemp Group and MCOA look forward to more collaborative efforts with DAAF in the future. Information gained from these various initiatives will improve the management of the crop and benefit all hemp farmers in the region.

### **Severe Drought in the Region**

Northeast New Brunswick has been experiencing a severe drought this year. The incidence of the drought has varied in intensity but is widespread across the region. One of the participating farmers reported that this year's drought was the worst he experienced in his lifetime. While most crops of the region were hit very hard, as revealed by increased farm-gate prices of hay for example, the hemp has fared relatively well as it is far less demanding in terms of water consumption. Preliminary observations collected from the first drone flyover over three of the farms indicate the extent of the stress observed. Weed growth has become a major issue under these stress conditions and has become evident in interpreting the drone images.

It is noted that of the three varieties cultivated this year, the Joey and Canda (see picture on the previous page) varieties fared better than the Finola. Preliminary testing has indicated that the output of flowers and leaves does not appear to be affected by the drought.

Harvest has begun on a test basis and is expected to be in full swing beginning in early September.

### **Subsequent Events**

On July 31, 2018 the Company announced that the terms of the previously announced Escrow Pool in conjunction with the signing of a Joint Venture Agreement between GHG and MCOA (*please refer to the Company's news release dated*

May 9, 2018, for related information), with the purpose of incentivizing the Oregon staff and consultants for the successful development and maximization of shareholder value in the Scio Hemp Project had been changed. While the milestones for escrow release remain the same, the number of shares and share purchase warrants have been reduced, and the participants have changed. GHG will now be depositing to the Escrow Pool 2,300,000 common shares of GHG and 2,300,000 common share purchase warrants exercisable at a price of CDN\$0.36 per common share for a period of three years, with MCOA depositing 10,120,000 of its common shares and 10,120,000 common share purchase warrants exercisable at a price of USD\$0.083 per common share for a period of three years.

### Selected Quarterly Information

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

	Quarter Ended							
	30-Jun-18	31-Mar-18	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Revenue</b>	-	-	-	-	-	-	-	-
<b>Operating expenses</b>	(45,418)	(75,062)	(78,339)	(758,437)	(15,920)	(26,377)	(12,784)	(39,132)
<b>Net Income (Loss) from continued operations &amp; net loss</b>	(155,691)	(49,498)	(77,739)	(757,031)	(14,020)	(25,159)	(14,904)	2,486
<b>Loss per share, basic &amp; diluted</b>	0.00	0.00	0.00	(0.01)	0.00	0.00	0.00	0.00

### Results of Operations

#### Nine months ended June 30, 2018 ("2018 Nine Months") and 2017 ("2017 Nine Months")

Loss for 2018 Nine Months was \$282,928 (2017 Nine Months – loss of \$54,083). The \$282,928 loss was mainly a combined result of having operating expenses of \$198,819 (2017 Nine Months–\$55,081), share of loss of Investment in Associates of \$121,913 (2017 Nine Months - \$NIL) and exchange gain of \$33,125 (2017 Nine Months – Gain of \$998). Consulting fees of \$94,267 (2017 Nine Months-\$18,206), professional fees of \$27,397 (2017 Nine Months-\$4,857), shareholder communications of \$44,259 (2017 Nine Months-\$NIL), and travel of \$5,937 (2017 Nine Months-\$2,090). The Company owns 50% economic interest of the Joint Venture Company named Covered Bridge Acres Ltd. ("CBA Oregon") for the Scio, Oregon Hemp Project commencing operation during the quarter ended June 30, 2018. The increase of all the other operating expenses categories 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 the acquisition of Cash Crops Today LLC during the 2018 Nine Months.

The foreign exchange gain of \$24,386 (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 \$1.3132 Canadian Dollar at June 30, 2018.

Interest revenue of \$4,679 earned during 2018 Nine Months (2017 Nine 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.

### Three Months Ended June 30, 2018 (“2018 Q3”) and 2017 (“2017 Q3”)

Loss for 2018 Q3 was \$155,691 (2017 Q3 – loss of \$14,020). The \$155,691 loss was mainly a combined result of having operating expenses of \$45,418 (2017 Q2 –\$15,920), share of loss of Investment in Associates of \$121,913 (2017 Q3 - \$NIL) and exchange gain of \$8,739 (2017 Q3 – \$1,900). Consulting fees of \$28,303 (2017 Q3-\$NIL), and shareholder communications of \$13,597 (2017 Q3-\$NIL). The increase of losses in 2018 Q3 mirrors 2018 Nine Months for the similar reasons already discussed in the above paragraph.

The foreign exchange gain of 8,739 (2017 Q3 - \$1,900) 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 \$1.3132 Canadian Dollar at June 30, 2018.

Interest revenue of \$2,901 earned during 2018 Q3 (2017 Q3-\$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 June 30, 2018, the Company had \$1,337,129 cash (September 30, 2017 - \$40,455), accounts payable and accrued liabilities of \$228,273 (September 30, 2017 - \$244,211), notes payable of \$26,249 (September 30, 2017 - \$24,597) and \$6,312,802 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 June 30, 2018, the Company had a working capital of \$1,409,451.

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	183,826,594
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:

Item 1.

	Nature of transactions	Nine months ended June 30,	
		2018	2017
		\$	\$
Directors	Consulting fees	83,558	-

As at June 30, 2018, \$NIL (September 30, 2017-\$122,685) was owing to the CEO of the Company. CBA Oregon owed US\$ 7,761 to the CEO for expenses reimbursement.

As at June 30, 2018, \$1,450 (September 30, 2017-\$128,882) was owing to the CFO of the Company. CFO had a credit balance of US\$2,698 for the expense advance to apply against expenses in the immediately following month.

As at June 30, 2018, \$76 (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 nine months ended June 30, 2018.

## Changes in Accounting Policies including Initial Adoption

Refer to Notes 3 to the Company's interim financial statements for the three and nine months ended June 30, 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