

INFINITY MINERALS CORP
MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Three and Nine Month Periods Ended May 31, 2014

1.1 DATE

DATE

This management discussion and analysis ("MD&A"), prepared as of June 27, 2014, reviews and summarizes the activities of Infinity Minerals Corp. ("Infinity" or the "Company") and compares the financial results for the three and nine month periods ended May 31, 2014, with those of the comparable periods ended May 31, 2013. This information should be read in conjunction with the Company's audited financial statements for the year ended August 31, 2013 and related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and also on the Company's website at www.infinitymineralscorp.com.

Forward Looking Statements

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Infinity's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward- looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties identified elsewhere in this MD&A, actual results may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

1.2 OVERALL PERFORMANCE

Description of Business

Infinity Minerals Corp. is a British Columbia company whose principal business activities to date has been the exploration and development of mineral properties. The Company was incorporated on November 12, 2010. The Company is a reporting issuer in British Columbia, Ontario and Alberta, and its common shares were originally traded on the TSX Venture Exchange under the symbol "IFN" but were voluntarily delisted on May 22, 2014. As of May 23, 2014, the Company's common shares trade on the Canadian Securities Exchange under the symbol, "IFN". The Company's warrants traded under the symbol "IFN.WT." on the TSX-Venture Exchange but expired on April 11, 2014.

On September 06, 2013, the Company announced that it was not proceeding with its previously announced letter of intent to purchase the Alberta-based oil servicing business, as stated in its news

release of April 23, 2013. The proposed financing announced on June 18, 2013 with PI Financial as the Company's fiscal agent also did not proceed. The principal reason for not proceeding was due to extremely difficult financial markets and the strong indication that the PI Financing would not be successful.

Subsequently, a total of \$153,888 was repaid to the Company by third parties as a repayment of expenses incurred by the Company during its due diligence process.

On November 18, 2013, the Company announced the appointment of Mr. Chris Wallin as a director and announced the resignation of Mr. Kevin Puetz as a director.

On December 19, 2013 the Company filed on Sedar, a notice of annual shareholder meeting and record date. The AGM date was set at February 18, 2014 with the record date set at January 14, 2014. Subsequently, on January 22, 2014, the Company filed the AGM proxy form, notice of meeting and a management information circular.

On February 18, 2014, the Company held its annual shareholders meeting for purposes of discussion and requesting approval of the following items:

1. To receive the report of the directors.
2. To receive the audited financial statements of the Company for the fiscal year ending August 31, 2013, together with the auditor's report thereon.
3. To appoint the auditor for the Company.
4. To fix the number of directors and to elect directors for the ensuing year.
5. To consider and, if thought fit, to approve the renewal of the Company's Stock Option Plan, particulars of which are as set out in the Information Circular.
6. To transact such other business as may properly be brought before the Meeting.

At the meeting, all resolutions were approved by the shareholders. Specifically the existing directors were elected; the Company's auditor, Morgan and Company LLP was approved as the auditor for the forthcoming year; and the stock option plan was approved.

On May 10, 2014, Chris Wallin and Earl Lewis, both resigned as directors of the Company.

Mineral Property – Rainbow Claim Group

Infinity Minerals Corp. holds a 100% interest in two contiguous mineral tenures comprising 317.64 hectares located approximately four kilometers northwest of the community of Midway in south central British Columbia. The Company entered into a Mineral Purchase Agreement with Ron Shenton, Chief Executive Officer, President and Director of the Company to acquire all of his rights, titles and interests in and to the Rainbow Property. This agreement reimburses Mr. Shenton's out of pocket staking costs of \$20,157 by issuing of 2,015,700 shares of the Company at a deemed price of \$0.01 per share.

As a resource company, the Company does not have any revenue generating operations. The Company relies on cash resources from its financings to fund exploration and operating activities.

The claims are accessible by existing forest service roads and cover two known gold - silver occurrences identified in the BC Ministry of Mines (BCMÉM) Minfile database as the MIDWAY MINE (Minfile No. 082M-194) and the PICTURE ROCK QUARRY (Minfile No.082M-194). Both of the known occurrences are located in the central part of the property. Exploration work has been carried out intermittently in the project area since the 1960's and both of the prospects have undergone intermittent

exploration by various mining companies since the early 1980's. The property is considered an intermediate stage exploration prospect.

Access to the property is by Provincial Highway 3, approximately 4 kilometers northwest of the village of Midway in south central British Columbia. From Midway the property can be accessed by a forest service road on the west side of the Village that extends to the eastern boundary of the claims. The approximate centre of the property is at UTM 5433450N and 367760E.

In general, infrastructure in the vicinity of the subject property is considered excellent. There are existing roads that can be used to access the known areas of mineralization and the proposed exploration areas. There are numerous small streams within the claim area that would easily provide sufficient water for exploration purposes. Trained exploration personnel are available in several local nearby communities.

The present Rainbow Property covers the Midway Mine prospect and the Picture Rock Quarry prospect, potential extensions of these zones to the south and an overburden covered area to the east of the Picture Rock Quarry. During January and February of 2011 Infinity Minerals Corp. compiled all available technical data from the Minnova and Battle Mountain exploration programs, located and sampled several known mineralized zones within and adjacent to the Rainbow Property to confirm historic results and completed a detailed soil geochemical survey in the area south of the Midway Mine Prospect. The objectives of this program were to verify the results reported by Minnova and Battle Mountain and to delineate potential extensions of the mineralization identified at the Midway Mine prospect. The compilation work that was carried out involved geo-referencing the historic technical drawings from Minnova and Battle Mountain, digitizing the UTM locations of the reported soil and rock sample sites and entering the historic assay data into a GIS database.

Exploration work completed by Infinity Minerals Corp. to date confirmed the anomalous gold values reported from mineralization at the Midway Mine area and the Picture Rock Quarry, extended the geochemical anomaly associated with the Midway Mine Prospect and confirmed that significant skarn type copper-gold mineralization is present adjacent to the Rainbow Property. In the Company's 43-101 compliant technical report dated September 15, 2011 (filed on SEDAR) it is recommended that Infinity complete a staged exploration program designed to evaluate potential extensions of known mineralization and assess the potential for additional mineralized zones in the eastern part of the Property. Initial field work will consist of detailed geochemical surveys designed to further evaluate existing mineralized zones and to assess the exploration potential of the eastern parts of the Property.

The Rainbow Property is in the exploration stage. In April 2012, the Company commenced an exploration program on the Rainbow Project which was carried out in three tranches for a total of \$78,785. Initial field work consisted of detailed geochemical surveys designed to further evaluate existing mineralized zones and to assess the exploration potential of the eastern parts of the Property. Field crews collected 710 samples during late April and May and samples were submitted to ALS Chemex in British Columbia for assay and analysis. The three tranches were fully completed as at May 31, 2013.

Subsequently, the Company received Mr. Von Einiedel's report and it is currently being reviewed by Company mining professionals and management.

Restoration and environmental obligations

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the

period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

At May 31, 2014, the Company had no restoration and environmental obligations.

Non resource related activities

The Company will continue to assess other resource properties and will seek to acquire interests in additional properties if the Company determines such properties have sufficient geologic or economic merit and if the Company has adequate financial resources to complete such acquisitions. The Company also intends to assess non resource business opportunities as well.

Non-binding Letter of Intent entered into on May 29, 2014

On June 2, 2014, the Company announced that it had signed a Non-Binding Letter of Intent (“LOI”) on May 29, 2014 to acquire 100% of the outstanding shares of a private Medical Marijuana services company based in the Okanagan Valley of British Columbia.

The LOI is subject to the execution of a definitive agreement (“the Transaction”) between the two parties by July 1, 2014. The closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Infinity management, financing, completion of non-compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the Canadian Stock Exchange.

The Kelowna, BC, based target company, The Herbal Clone Bank Inc. (THC Bank), will provide a full range of services to Licensed Producers (LPs) in the Medical Marijuana sector, with the goal of enhancing profit margins and the LP’s bottom line. Specific services provided include propagation, direct cultivation and sale of purebred cultivars; cloning; and marijuana strain storage. A wholly owned subsidiary of THC Bank, Advanced Greenhouse Technologies (AGT), has ongoing sales of an exclusive brand of greenhouses particularly designed for the industry.

It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Infinity.

THC Bank applied to Health Canada for its Licensed Producer License under the Medical Marijuana Purpose Regulations (MMPR) in November 2013.

The proposed transaction has a purchase price of \$4,312,500 and will be facilitated by the issuance of Infinity treasury stock at a deemed price of \$0.15 per share and it is anticipated that additional funds may need to be raised upon a successful closing of the transaction.

1.3 SELECTED ANNUAL INFORMATION

<u>For the Year ended</u>	<u>August 31, 2013</u>	<u>August 31, 2012</u>	<u>August 31, 2011</u>
Total Revenues (interest)	\$5,047	\$4,801	\$1,340
Income or loss before discontinued operations and extraordinary items	<526,468>	<349,181>	<65,525>
Net Loss in total --Basic and diluted loss per share	<526,468> <0.04>	<,349,181> <0.03>	<65,525> <0.01>
Total Assets	422,980	758,870	533,874
Total Long term Financial Liabilities	0	0	0
Cash Dividends Declared	0	0	0

Notes:

1. The Company was incorporated in November 2010 and therefore the November 30, 2011 audited financial statements cover only a period of nine months and part of a tenth.
2. The Company is an exploration company, and unless otherwise noted, the loss for the year represents the general and administrative expenses, which include the estimated fair value of the stock options granted by the Company.

1.4 DISCUSSION OF OPERATIONS

The following discussion and analysis of the operating results and financial condition of the Company should be read in conjunction with the annual audited financial statements and notes for the fiscal year ending August 31, 2013 as well as the unaudited interim financial statements for the three and nine month periods ended May 31, 2014.

Financial Information for the Three Month Period Ended May 31, 2014

During the quarter, the Company received no revenues other than minimal amounts of bank interest.

The Company incurred a number of expenditures during the quarter period ended May 31, 2014 notably \$24,000 for management fees as compared to \$15,000 in the 2013 comparable period; \$3,450 for legal and audit fees as compared to \$3,400 in the 2013 comparable period; \$6,600 for consulting fees as compared to \$1,759 in the 2013 comparable period; \$18,821 for listing and filing fees as compared to \$6,567 in the comparable 2013 period, \$6,486 in office and general costs as compared to \$6,478 in the 2013 comparable period and an amount of \$4,465 was spent on transfer agent costs as compared to

\$1,320 in 2013. In addition, the Company expended \$53,498 on project evaluation costs as compared to \$86,362 in the comparable 2013 quarter; expended \$32,966 on stock based compensation (non-cash item) as compared to the comparable 2013 quarter amount of \$51,202; and the Company expended \$11,098 on travel and entertainment as compared to \$115 in the 2013 comparable quarter amount.

During the period, management was increasingly involved in diligence related activities regarding the potential acquisition of a medical marijuana services company and spent considerable time and incurred increased costs in travel and project evaluation costs (which comprised legal expenses and allocated management costs). In addition, during the quarter, the Company paid the 2014 sustaining fee for its listing on the TSX Venture Exchange as well as the \$12,500 listing application fee for its listing application on the Canadian Securities Exchange. These activities resulted in the overall increase in expenses incurred during the quarter.

As a result of these expenditures, the Company incurred a net loss of \$161,536 for the period, after consideration of \$57 in interest income earned on term deposits. In the period ended May 31, 2013, the Company incurred a net loss of \$172,308 with \$1,183 in interest income and \$1,139 in accrued interest expense.

Financial Information for the Nine Month Period Ended May 31, 2014

During the nine month period ended May 31, 2014, the Company received no revenues other than minimal amounts of bank interest and a \$153,888 recovery of project evaluation expenses incurred in the previous fiscal year relating to the planned acquisition of an Alberta based oilfield services company.

On November 18, 2013, the Company announced the appointment of Mr. Chris Wallin as a Director. The Company also announced the resignation of Mr. Kevin Puetz as a director. On May 10, 2014, two directors of the Company, Chris Wallin and Earl Lewis, both resigned as directors of the Company.

The Company incurred a number of expenditures during the nine month period ended May 31, 2014 notably \$132,000 for management fees as compared to \$89,000 in the 2013 comparable period; \$20,922 for legal and audit fees as compared to \$31,352 in the 2013 comparable period; \$14,100 for consulting fees as compared to \$12,259 in the 2013 comparable period; \$23,164 for listing and filing fees as compared to \$14,466 in the comparable 2013 period, \$26,839 in office and general costs as compared to \$18,940 in the 2013 comparable period. In addition, the Company expended \$53,498 on project evaluation costs as compared to \$86,362 in the comparable 2013 quarter and an amount of \$7,726 was spent on transfer agent costs as compared to \$10,384 in 2013. In addition, travel and entertainment expenses during the period amounted to \$13,266 as compared to \$10,675 in the 2013 comparable period.

The increase in office costs was related to a new office lease arrangement that the Company entered into in October 2013. During the period, management was increasingly involved in diligence related activities regarding the potential acquisition of a medical marijuana services company and spent considerable time and incurred increased costs in travel and project evaluation costs (which comprised legal expenses and allocated management costs). In addition, during the quarter paid the 2014 sustaining fee for its listing on the TSX Venture Exchange as well as the \$12,500 listing application fee for its listing application on the Canadian Securities Exchange. These activities resulted in the overall increase in expenses incurred during the quarter.

The 2014 period included \$32,966 in stock based compensation compared to \$94,339 in the period ended May 31, 2013.

As a result of these expenditures, the Company incurred a net loss of \$170,780 for the nine month period, after consideration of \$600 in interest income earned on term deposits, \$279 in interest expense and a \$153,888 recovery of project evaluation expenses incurred in the previous fiscal year relating to the planned acquisition of an Alberta based oilfield services company. In the nine month period ended May 31, 2013, the Company incurred a net loss of \$367,185 with \$4,377 in interest income and \$3,338 in accrued interest expense.

1.5 SUMMARY OF QUARTERLY RESULTS

This financial data has been prepared in accordance with International Financial Reporting Standards and all figures are stated in Canadian dollars.

Financial results:	May 31,	February 28,	November 30,	August 31,
Quarter	2014	2014	2013	2013
	3rd	2nd	1st	4th
	(3 months)	(3 months)	(3 months)	(3 months)
Net (loss) profit for the period	(161,536)	(56,783)	(47,539)	(159,283)
Basic/Diluted loss per share	(0.01)	0.01	0.01	0.01

Balance sheet data:

Cash	71,195	166,439	107,794	217,635
Total assets	305,115	386,312	459,660	442,890
Shareholders' Equity	191,618	320,188	376,971	329,432

Financial results:	May 31,	February 28,	November 30,	August 31
Quarter	2013	2013	2012	2012
	3rd	2nd	1st	4th
	(3 months)	(3 months)	(3 months)	(3 months)
Net loss for the period	(173,308)	(77,668)	117,209)	(63,273)
Basic/Diluted loss per share	0.01	0.01	0.01	0.01

Balance sheet data:

Cash	348,281	411,567	493,602	546,179
Total assets	570,547	639,570	717,258	758,870
Shareholders' Equity	488,415	579,521	657,189	731,261

The Company has been and is still in the stages of exploring and developing its Rainbow Group property. To date, the Company has not earned any revenues from this project.

LIQUIDITY

During the three months ended May 31, 2014, the Company raised no additional cash.

As at May 31, 2014, the Company had a negative working capital position of \$19,765 and had current assets of \$93,632 of which \$71,195 was in cash and term deposits. In addition, current liabilities totaling \$56,301 were primarily comprised of Vancouver and Calgary unpaid legal fees. An additional amount of \$57,000 comprised accrued management fees which had not been paid to date. During the period of inception through to May 31, 2014, the Company spent \$209,979 on exploration and evaluation assets.

During the three months ended May 31, 2014, the Company's cash decreased by \$94,501 principally from comprehensive losses during the quarter..

On June 27, 2014, Infinity Minerals Corp. has closed \$1,353,500 for its previously announced non-brokered private placement (June 2, 2014, news release) of \$1-million. Infinity Minerals will issue 6,767,500 common shares at \$.20 and 3,383,750 warrants that expire June 24, 2015, with an exercise price of \$.30 The Company paid finder fees of \$19,600 cash and 49,000 full warrants to PI Financial Corp. and \$2,480 in cash: 6,200 full warrants to Canaccord Genuity Corp and \$6,000 cash and 20,000 full warrants to Donald & Co. The terms of the broker warrants are the same as those of the financing. The Company also announces that it has granted a total of 150,000 incentive stock options to consultants. The grant allows for the exercise of the options at a price of \$0.42 up until expiry on June 23, 2017. Proceeds from the raise will be used for final due-diligence of a potential, non-resource company, anticipated transaction costs, filing and professional fees and general working capital.

CAPITAL RESOURCES

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the identification, acquisition, exploration and development of mineral property interests. Capital is comprised of the Company's shareholders' equity. As at May 31, 2014, the Company's shareholders' equity was \$191,618 (August 31, 2013: \$329,432). The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors, except for guarantees.

TRANSACTIONS BETWEEN RELATED PARTIES

The Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company.

Key management personnel compensation

	Nine Months Ended May 31, 2014	Nine Months Ended May 31, 2013
Consulting fees	\$ -	\$ 5,500
Stock based compensation	-	94,339
Management fees	132,000	89,000
Office and General	-	3,200
Project evaluation	30,000	39,000
Rent	6,250	10,375
	\$ 168,250	\$ 241,414

During the nine months ended May 31, 2014 there was \$57,000 owing to two directors for accrued management fees.

FOURTH QUARTER

N.A.

PROPOSED TRANSACTIONS

On June 2, 2014, the Company announced that it had signed a Non-Binding Letter of Intent (“LOI”) on May 29, 2014 to acquire 100% of the outstanding shares of a private Medical Marihuana services company based in the Okanagan Valley of British Columbia.

The LOI is subject to the execution of a definitive agreement (“the Transaction”) between the two parties by July 1, 2014. The closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Infinity management, financing, completion of non-compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the Canadian Stock Exchange.

The Kelowna, BC, based target company, The Herbal Clone Bank Inc. (THC Bank), will provide a full range of services to Licensed Producers (LPs) in the Medical Marihuana sector, with the goal of enhancing profit margins and the LP’s bottom line. Specific services provided include propagation, direct cultivation and sale of purebred cultivars; cloning; and marihuana strain storage. A wholly owned subsidiary of THC Bank, Advanced Greenhouse Technologies (AGT), has ongoing sales of an exclusive brand of greenhouses particularly designed for the industry.

It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Infinity.

THC Bank applied to Health Canada for its Licensed Producer License under the Medical Marihuana Purpose Regulations (MMPR) in November 2013.

CRITICAL ACCOUNTING ESTIMATES

As at May 31, 2014, the Company’s financial statements reflect an asset “Exploration and Evaluation Assets” with a balance of \$209,979. The recoverability of this amount is dependent upon the discovery of economically recoverable reserves, and the ability to attain future profitable production from those reserves, or from their successful disposition. The Company has not determined if its properties contain ore reserves that are economically recoverable and that determination awaits review of the current exploration work report which we received in fourth quarter 2013.

1.13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

New standard IFRS 9 “Financial Instruments”

This new standard is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on

how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company will adopt this standard effective September 1, 2015.

New standard IFRS 10 “Consolidated Financial Statements”

This new standard will replace IAS 27 “Consolidated and Separate Financial Statements”, and SIC-12 “Consolidation – Special Purpose Entities”. Concurrent with IFRS 10, the IASB issued IFRS 11 “Joint Ventures”; IFRS 12 “Disclosures of Involvement with Other Entities”; IAS 27 “Separate Financial Statements”, which has been amended for the issuance of IFRS 10 but retains the current guidance for separate financial statements; and IAS 28 “Investments in Associates and Joint Ventures”, which has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11.

IFRS 10 uses control as the single basis for consolidation, irrespective of the nature of the investee, eliminating the risks and rewards approach included in SIC-12, and requires continuous assessment of control over an investee.

New standard IFRS 11 “Joint Arrangements”

This new standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities-Non-monetary Contributions by Venturers.

New standard IFRS 12 “Disclosure of Interests in Other Entities”

This new standard establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

New standard IFRS 13 “Fair value measurement”

This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements.

Amended Standard IAS 1 “Presentation of Financial Statements”

This standard provides extensive guidance on determining fair value for measurement or disclosure purposes.

IAS 27 - Separate Financial Statements

IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9.

IAS 28 - Investments in Associates and Joint Ventures

IAS 28 prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

None of the above standards have been early adopted or are expected to have significant impact on the Company's financial statements.

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

The Company does not have any derivative financial assets and liabilities.

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with a major bank in Canada. As all of the Company's cash and cash equivalents are held by one bank in Canada, there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on recoverable taxes, as these are due from the Government of Canada.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and banking facilities.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at May 31, 2014:

	Within year	one and five years	one and five years	More than five years
Trade payables and accrued liabilities	\$ 113,497	\$ -	\$ -	\$ -
	\$ 113,497	\$ -	\$ -	\$ -

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

Foreign currency exchange rate risk and commodity price risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Commodity price risk is the risk that market values and future incomes will fluctuate because of changes in commodity prices. The Company does not have any direct exposure to foreign currency exchange rate risk or commodity price risk. The

Company had no forward exchange rate contracts or commodity price contracts in place as at May 31, 2014.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at May 31, 2014, the Company did not have any significant interest rate risk.

The Company had no interest rate swap or financial contracts in place as at May 31, 2014.

OTHER

Capital Management

The Company defines capital that it manages as shareholders' equity that is expected to be realized in cash. The Company raises capital through private and public share offerings and related party loans and advances. Capital is managed in a manner consistent with the risk criteria and policies provided by the board of directors and followed by management. All sources of financing and major expenditures are analyzed by management and approved by the board of directors.

There were no changes in the Company's approach to capital management during the three months ended May 31, 2014. The Company is not subject to any externally imposed capital requirements.

Disclosure Controls and Procedures

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at May 31, 2014. Although certain weaknesses such as lack of segregation of duties are inherent with small office operations, management has implemented certain controls such as frequent reviews and regular preparations of reconciliations of transactions to ensure absence of material irregularities. Management has concluded that the disclosure controls are effective in ensuring that all material information required to be filed has been made known to them in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the interim filings. The disclosure controls and procedures are designed to ensure effective information required to be disclosed pursuant to applicable securities laws is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Other MD&A Requirements

Summary of outstanding share data as of June 27, 2014:

		Price
Issued shares	13,716,700 (c)	
Options	1,315,000	See (b) below

Warrants (all now expired)	nil	
Fully Diluted	15,031,700	

As of May 31, 2014, the Company had:

- a) 13,716,700 common shares outstanding;
- b) 665,000 stock options outstanding with an exercise price of \$0.15 per share and expiring on September 15, 2016; 100,000 stock options outstanding with an exercise price of \$0.20 per share expiring on November 19, 2017; and 400,000 stock options outstanding with an exercise price of \$0.125 per share expiring on April 11, 2019. The Company also announces that it has granted a total of 150,000 incentive stock options to consultants at a price of \$0.42 up until expiry on June 23, 2017.
- c) As at May 31, 2014, a total of 745,710 shares remain in an escrow pool and are scheduled for release in 6 equal tranches every six months from April 11, 2012.

Additional information on the Company is available on SEDAR at www.sedar.com and on the Company's website at www.infinitymineralscorp.com.

Subsequent Events

On June 2, 2014, the Company announced that it had signed a Non-Binding Letter of Intent ("LOI") on May 29, 2014 to acquire 100% of the outstanding shares of a private Medical Marijuana services company based in the Okanagan Valley of British Columbia.

The LOI is subject to the execution of a definitive agreement ("the Transaction") between the two parties by July 1, 2014. The closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Infinity management, financing, completion of non-compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the Canadian Stock Exchange.

The Kelowna, BC, based target company, The Herbal Clone Bank Inc. (THC Bank), will provide a full range of services to Licensed Producers (LPs) in the Medical Marijuana sector, with the goal of enhancing profit margins and the LP's bottom line. Specific services provided include propagation, direct cultivation and sale of purebred cultivars; cloning; and marijuana strain storage. A wholly owned subsidiary of THC Bank, Advanced Greenhouse Technologies (AGT), has ongoing sales of an exclusive brand of greenhouses particularly designed for the industry.

It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Infinity.

THC Bank applied to Health Canada for its Licensed Producer License under the Medical Marijuana Purpose Regulations (MMPR) in November 2013.

On the same date, the Company announced a non-brokered private placement of up to 5.0 million units for gross proceeds of \$1,000,000 at \$0.20 per unit. Each unit will consist of one common share and one half of one, non-transferrable share purchase warrant. Each full warrant entitles the holder to purchase

one common share at a price of \$0.30 for a period of one year. Proceeds from the raise will be used for final due-diligence, anticipated transaction costs, filing and professional fees and general working capital.

The proposed transaction has a purchase price of \$4,312,500 and will be facilitated by the issuance of Infinity treasury stock at a deemed price of \$0.15 per share and it is anticipated that additional funds may need to be raised upon a successful closing of the transaction.

On **June 12, 2014**, the Company announced that its acquisition target The Herbal Clone Bank Inc. (“THC Bank”) has reported a sale through its 100% owned subsidiary, Advanced Greenhouse Technologies (AGT), of a complete fully-automated greenhouse system. THC Bank said the sale is valued in excess of \$1.0 million. The 40,000 square foot project will commence by mid-summer of 2014 with completion slated for late summer.

The company also reported that AGT has recently quoted in excess of 1.0 million square feet for its specialized greenhouses. Future sales announcements will be made in a timely fashion. AGT designs, constructs and implements greenhouses for the rapidly growing medicinal marijuana industry.

The Company also announced that it had granted a total of 100,000 incentive stock options to Doug Reimer, a consultant, of Kelowna

To the shareholders of INFINITY MINERALS CORP.

MANAGEMENT COMMENTS

The unaudited financial statements of Infinity Minerals Corp. for the three and nine month periods ended May 31, 2014 and all information contained in this financial report have been approved by the Company’s Board of Directors.

The Company complies with its Canadian Securities Exchange listing agreement. The Company maintains rigorous systems of internal accounting and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the assets are correctly accounted for and protected.

Vancouver, BC June 27, 2014

/s/ Ron Shenton
Ron Shenton,
President

