

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Consolidated Condensed Interim Financial Statements
(Expressed in Canadian Dollars)
Three Months ended November 30, 2014
(Unaudited – Prepared by Management)

**Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)**

**Consolidated Condensed Interim Financial Statements
Three Months Ended November 30, 2014**

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements of Herbal Clone Bank Canada Inc. for the three months ended November 30, 2014 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors. Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indication that an auditor has not reviewed the interim consolidated financial statements. The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of the interim financial statements by an entity's auditor.

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars - Unaudited)

	Three Months Ended November 30, 2014	Three Months Ended November 30, 2013
Revenue		
Consulting	\$ 1,650	\$ -
Expenses		
Consulting (Note 7)	102,340	-
Depreciation	180	-
Interest and bank charges	1,650	-
Legal and audit	25,621	-
Management fees (Note 7)	101,538	-
Marketing and Promotion	42,159	-
Office and general	30,509	-
Payroll	42,109	-
Total expenses	346,107	-
Loss before other items	344,457	-
Other items		
Write off of Land Purchase Deposit	11,194	-
Listing and filing fees (Note 2)	3,695	-
Net loss and comprehensive loss for the quarter	\$ 359,346	\$ -
Loss per share - basic and diluted	\$ (0.02)	\$ (0.00)
Weighted average number of shares outstanding	20,332,664	1,205,479

See accompanying notes to the financial statements

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Consolidated Condensed Interim Statement of Changes in Shareholders' Equity
Three Months Ended November 30, 2014
(Expressed in Canadian dollars - Unaudited)

	Share capital		Reserve	Deficit	Total
	Number of shares	Amount			
Incorporation on November 8, 2013	20,000,000	\$ 10	\$ -	\$ -	\$ 10
Net loss for the period	-	-	-	-	-
Balance at November 30, 2013	20,000,000	\$ 10	\$ -	\$ -	\$ 10
Balance at August 31, 2014	49,234,200	\$ 6,175,275	\$ (212,493)	\$ (5,387,534)	\$ 575,248
Net loss for the period	-	-	-	(359,346)	(359,346)
Balance at November 30, 2014	49,234,200	\$ 6,175,275	\$ (212,493)	\$ (5,746,880)	\$ 215,902

See accompanying notes to the financial statements

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Consolidated Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars - Unaudited)

	Three Months Ended November 30, 2014	Three Months Ended November 30, 2013
Operating activities		
Net loss for the period	\$ (359,346)	\$ -
Adjustments for non-cash items:		
Depreciation	180	-
Changes in non-cash working capital items:		
Accounts receivable and GST Recoverable	(6,117)	-
Loan receivable	(16,048)	-
Prepaid expenses	40,819	-
Trade payables and accrued liabilities	(59,228)	-
Net cash flows used in operating activities	(399,740)	-
Investing activities		
Net cash flows from investing activities	-	-
Financing activities		
Term deposit redemption	563,634	-
Loan payable	(45,000)	-
Due to related parties	(146,025)	10
Net cash flows from financing activities	372,609	10
(Decrease) Increase in cash	(27,131)	10
Cash, beginning of period	227,685	-
Cash, ending of period	\$ 200,554	\$ 10
Supplemental disclosure with respect to cash flows		
Cash inflow from interest	\$ -	\$ -
Cash outflow from interest	\$ -	\$ -
Cash outflow from income taxes	\$ -	\$ -

See accompanying notes to the consolidated condensed interim financial statements

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Notes to the Consolidated Condensed Interim Financial Statements
(Expressed in Canadian dollars - Unaudited)
Three Months Ended November 30, 2014

1. Nature and continuance of operations

Infinity Minerals Corp. ("IMC") was incorporated on November 12, 2010, under the laws of the province of British Columbia, Canada. The corporate office and principal place of business address is Suite 401, 409 Granville Street, Vancouver, British Columbia, Canada. On August 29, 2014, the Company completed the acquisition of The Herbal Clone Bank Inc. ("THC"), including its subsidiary Advanced Greenhouse Technologies Ltd. The transaction was accounted for as a reverse takeover ("RTO"). Concurrent with the completion of the transaction, the Company changed its name to Herbal Clone Bank Canada Inc. ("HCBC") to reflect a change in business. The Company's principal activity is to acquire a Health Canada license under the Marihuana for Medical Purposes Regulations for the purpose of providing services to producers of medical marihuana. The Company trades on the Canadian Securities Exchange under the symbol "HC" and began trading under the new symbol on September 8, 2014.

These consolidated condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company has incurred losses from inception of \$5,748,433. The Company needs to raise sufficient capital to fund development costs, administration expenses and future acquisitions. The Company's ability to continue as a going concern is dependent upon its ability to attain future profitable operations and to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. As at November 30, 2014, the Company had not yet achieved profitable operations and expects to incur further losses in the development of its business plan, all of which may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company not be able to continue as a going concern.

2. Reverse Takeover

On August 29, 2014, the Company acquired all of the issued and outstanding securities of The Herbal Clone Bank Inc. ("THC"), including its subsidiary Advanced Greenhouse Technologies Ltd. (the "Acquisition"), in exchange for issuance of securities of the Company. The Acquisition consisted of a share exchange agreement where the holders of all of the issued and outstanding shares of THC received securities in the Company. THC shareholders received one common share for each THC share held by THC shareholders on the date the Acquisition was completed. The Company issued 28,750,000 shares, subject to an escrow agreement (Note 6).

After completion of the Acquisition, an aggregate of 49,234,200 common shares of the Company was outstanding. Ownership percentage of the Company's outstanding shares was: THC shareholders – 58% and IMC shareholders - 42%. The RTO resulted in the shareholders of THC acquiring control of the Company. The Company has issued a sufficient number of securities such that control of the Company passed to the security holders of THC and THC was considered the acquirer for accounting purposes. The RTO was accounted for as a recapitalization of the Company. The Acquisition was accounted for as a business acquisition, as the Company and THC both meet the definition of a business under IFRS 3.

Pursuant to the RTO transaction, the consolidated assets, liabilities and results of operations of the Company and THC are included subsequent to the RTO. The consolidated financial statements are issued under the legal parent Herbal Clone Bank Canada Inc., but are deemed to be a continuation of the legal subsidiary THC.

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Notes to the Consolidated Condensed Interim Financial Statements
(Expressed in Canadian dollars - Unaudited)
Three Months Ended November 30, 2014

2. **Reverse Takeover** (cont'd)

The allocation of the share exchange for the acquisition of IMC by THC is as follows:

Consideration received:	
Issuance of 28,750,000 common shares	\$ 6,145,260
Purchase price allocation:	
Cash	\$ 222,956
Non-current assets	211,274
Non-cash working capital, net	848,942
Net assets acquired	1,283,172
Listing expense	4,862,088
Purchase price allocation	\$ 6,145,260

3. **Significant accounting policies and basis of preparation**

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis accounting, except for cash flow information and are presented in Canadian dollars unless otherwise noted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value.

Basis of Consolidation

These consolidated financial statements included the accounts of the Company and its wholly-owned subsidiaries. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All inter-company balances, transactions, income and expenses have been eliminated upon consolidation.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The legal subsidiaries of the Company as of November 30, 2014 are as follows:

Name of Subsidiary	Place of Incorporation	Ownership Interest
The Herbal Clone Bank Inc.	Canada	100%
Advanced Greenhouse Technologies Ltd.	Canada	100%
American Greenhouse Technologies Inc.	USA	100%

3. **Significant accounting policies and basis of preparation (cont'd)**

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

Areas requiring a significant degree of estimation and judgment relate to but are not limited to the recoverability of the carrying value of exploration and evaluation assets and the fair value measurements for financial instruments, the recognition and valuation of provisions for restoration and environmental liabilities, qualifying expenditures for refundable and non-refundable tax credits, timing of receipt of refundable tax credits, the recoverability and measurement of deferred tax assets and liabilities, the fair value estimation of share-based awards and whether the Company has sufficient financing to operate as a going concern. Actual results may differ from those estimates and judgments.

Cash

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. As at November 30, 2014 the Company had no cash equivalents.

Short-term investments

Short-term investments consist of variable rate guaranteed investment certificates ("GICs") with original terms of one year or less but greater than three months. Short-term investments are designated as held-for-trading and are recorded at fair value.

Financial 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 financial assets and other 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.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost less any provision for impairment. Significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counter party will default. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

3. **Significant accounting policies and basis of preparation** (cont'd)

Financial instruments (cont'd)

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost using the effective interest rate method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of operations and comprehensive loss. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income (loss), except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

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

Equipment

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Equipment is depreciated over its estimated useful lives. The cost of an item includes the purchase price and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of income and comprehensive income during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

3. Significant accounting policies and basis of preparation (cont'd)

Equipment (cont'd)

Depreciation is recognized using the following rates and methods:

	Depreciation rate
Computer equipment	30% declining balance
Office equipment	20% declining balance

Depreciation methods, useful lives and residual values are reviewed at each financial year end and are adjusted if appropriate.

Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of the value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent that they reverse gains previously recognized in accumulated other comprehensive loss/income.

Revenue Recognition

Revenue is recognized when consulting services have been provided to the consumer, it is probable that economic benefits associated with the transaction will flow to the Company, the service price can be measured reliably, the Company has no significant continuing involvement and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

When cash has been received from customers prior to providing consulting services, the amounts are recorded as unearned revenue until the services are provided.

Share-based payments

The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purpose (direct employee) or provides services similar to those performed by a direct employee.

The Company accounts for stock options issued to employees at the fair value determined on the grant date using the Black-Scholes option pricing model. The fair value of the options is recognized as an expense using the graded vesting method where the fair value of each tranche is recognized over its respective vesting period. When stock options are forfeited prior to becoming fully vested, any expense previously recorded is reversed.

3. Significant accounting policies and basis of preparation (cont'd)

Share-based payments (cont'd)

Share-based payments made to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured. These payments are recorded at the date of the goods and services are received.

Agent's warrants, stock options and other equity instruments issued as purchase consideration in non-monetary transactions other than as consideration for exploration and evaluation assets are recorded at fair value determined by management using the Black-Scholes option pricing model. The fair value of the shares issued is based on the trading price of those shares on the TSX.V on the date of the agreement to issue shares as determined by the Board of directors. Proceeds from unit placements are allocated between share and warrants using the residual method.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the Canadian taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax is recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax is recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

3. **Significant accounting policies and basis of preparation (cont'd)**

Net loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. Dilutive earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. In periods where a net loss is incurred, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive and basic and diluted loss per common share is the same. In a profit year, under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average price during the year.

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits are recorded when there is reasonable certainty that they will be received and when there are no unfulfilled obligations remaining. Government tax credits are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods.

New Accounting Standards Adopted

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.

3. Significant accounting policies and basis of preparation (cont'd)

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.

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.

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.

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of November 30, 2014 and have not been applied in preparing these financial statements.

Herbal Clone Bank Canada Inc.
(Formerly Infinity Minerals Corp.)
Notes to the Consolidated Condensed Interim Financial Statements
(Expressed in Canadian dollars - Unaudited)
Three Months Ended November 30, 2014

3. Significant accounting policies and basis of preparation (cont'd)

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, 2018. The Company will adopt this standard effective September 1, 2018.

4. Loan receivable

On July 28, 2014, the Company provided a loan to an arm's-length party in the amount of \$75,000. On September 9, 2014, the Company provided another loan to the same arm's-length party in the amount of \$15,000. Under terms of the agreement, interest is payable on the unpaid principle at 6% per annum. Loan proceeds are convertible at the Company's option into equity of the arm's-length party at rate of 2.875%. The term of the loan was twelve months and is unsecured. As at November 30, 2014, \$1,553 in interest has been accrued and included in the balance of the loan receivable.

5. Equipment

	Computer and Office Equipment
Cost:	
Balance at August 31, 2014	\$ 3,184
Additions	-
Balance at November 30, 2014	3,184
Accumulated Depreciation:	
Balance at August 31, 2014	850
Charge for the year	180
Balance at November 30, 2014	1,030
Net book value:	
Balance at November 30, 2014	\$ 2,154

6. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Share issuances

There were no share issuances during the three months ending November 30, 2014.

On November 8, 2013, inception, 20,000,000 common shares were issued to two founders for proceeds of \$10.

Herbal Clone Bank Canada Inc.
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Notes to the Consolidated Condensed Interim Financial Statements
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Three Months Ended November 30, 2014

6. Share capital (cont'd)

Share issuances (cont'd)

On May 1, 2014, 3,027,778 common shares were issued to key management in connection with a corporate reorganization. These common shares were recorded at a nominal value.

On May 1, 2014, 1,111,111 common shares were issued to 0949453 BC Ltd, the management company which employs the chief financial officer of a subsidiary. The common shares were recorded at a nominal value.

On May 1, 2014, 0949453 BC Ltd. exercised its share option to purchase 1,111,111 common shares of the Company. The Company and 0949453 BC Ltd. agreed to settle \$30,000 accrued as a payable to 0949453 BC Ltd. as the payment for the exercise of the share option. The Company recorded the exercise of the share option of \$30,000 in share capital for the period ended May 1, 2014.

On May 1, 2014, 3,500,000 common shares were issued to Advanced Greenhouse Technologies Ltd. in connection with the share exchange agreement, at a nominal value of \$2.

On August 29, 2014, the Company issued 28,750,000 common shares in exchange for all the outstanding shares of THC and its wholly owned subsidiary, Advanced Greenhouse Technologies Ltd. at a deemed value of \$6,145,260. These shares are subject to an escrow agreement. The Company assumed the 20,484,200 issued and outstanding shares of the legal parent, IMC, in connection with the reverse acquisition transaction.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the three months ended November 30, 2014 was based on the loss attributable to common shareholders of \$359,346, and the weighted average number of common shares outstanding of 20,332,664.

Diluted loss per share did not include the effect of 1,515,000 stock options as the effect would be anti-dilutive.

Shares held in escrow

The escrow agreement relating to the Acquisition provides share release equal to 10% upon completion of the initial public offering or purchase agreement and listing on the Canadian Securities Exchange, the remaining shares will be released in 6 equal tranches (15%) every six months. On September 5, 2014, the Company received final approval of its change of business and trading of the Company's shares commenced September 8, 2014.

As at November 30, 2014, a total of 26,247,855 shares remain in an escrow pool. A total of 372,855 shares remain from an original escrow agreement and are scheduled for a final release on April 16, 2015. The remaining 25,875,000 escrow shares are from the THC Bank acquisition agreement and are scheduled for release in 6 equal tranches every six months ending on

Stock option plan and stock options

The Company has a 10% rolling stock option plan for its directors, employees and consultants to acquire common shares of the Company at a price determined by the fair market value of the shares at the date of grant. On October 31, 2014, the Company granted 700,000 stock options to consultants and a director at a price of \$0.20 and good for three years.

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Three Months Ended November 30, 2014

6. **Share capital** (cont'd)
Stock option plan and stock options (cont'd)

The changes in options during the three months ended November 30, 2014 and year ended August 31, 2014 were as follows:

	November 30, 2014		August 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of year	1,515,000	\$ 0.20	1,350,000	\$ 0.18
Options surrendered	-	-	(585,000)	0.20
Options granted	700,000	0.20	750,000	0.40
Options outstanding, end of period	2,215,000	\$ 0.20	1,515,000	\$ 0.20
Options exercisable, end of period	2,215,000	\$ 0.20	1,515,000	\$ 0.20

As at November 30, 2014 the following stock options were outstanding:

Total number of options	Exercise price	Expiry date
665,000	\$0.15	September 15, 2016
150,000	\$0.42	June 23, 2017
100,000	\$0.40	July 11, 2017
100,000	\$0.20	November 19, 2017
400,000	\$0.125	April 11, 2019
100,000	\$0.27	June 10, 2019
700,000	\$0.20	October 31, 2017
2,215,000		

Share purchase warrants

The changes in share purchase warrants during the three months ended November 30, 2014 and year ended August 31, 2014 were as follows:

	November 30, 2014		August 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	3,514,150	\$ 0.30	2,199,000	\$ 0.29
Granted	-	-	3,514,150	0.30
Exercised	-	-	-	-
Expired	-	-	(2,199,000)	0.29
Outstanding, end of year	3,514,150	\$ 0.30	3,514,150	\$ 0.30

6. **Share capital** (cont'd)

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Share purchase warrants (cont'd)

As at November 30, 2014 the following share purchase warrants were outstanding:

Total number of warrants	Exercise price	Expiry date
3,514,150	\$0.30	June 24, 2015
3,514,150		

As of November 30, 2014 the weighted average life of outstanding share purchase warrants was 0.56 years (2014 – 0.81 years).

7. Related party transactions

Key management personnel compensation

Payments to key management personnel including the President, Chief Financial Officer, a director, and companies directly controlled by key management personnel are for consulting fees or management fees and are directly related to their position in the organization.

	Three Months ended November 30, 2014	Three Months ended November 30, 2013
Short-term compensation and consulting	\$ 120,000	\$ -
Total compensation of key management and directors	\$ 120,000	\$ -

As at November 30, 2014, the Company had amounts payable to directors and officers of the Company in the amount of \$ of \$26,666. These amounts are unsecured, non-interest bearing, have no fixed terms of repayment and are due on demand.

8. 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.

8. Financial risk management (cont'd)

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 November 30, 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 November 30, 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 November 30, 2014.

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.

The Company's primary objectives when managing capital is to safeguard and maintain the Company's financial resources for continued operations and to fund expenditure programs to further advance mineral property interests. The Company is meeting its objective of managing capital through detailed review and due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to maintain sufficient resources.

Capital Management

The Company is able to scale its expenditure programs and the use of capital to address market conditions by reducing expenditures and the scope of operations during periods of commodity pricing decline and economic downturn.

There were no changes in the Company's approach to capital management during the quarter ended November 30, 2014. The Company is not subject to any externally imposed capital requirements.

Classification of financial instruments

The Company's financial instruments consisted of cash, term deposits, receivables, accounts payable and accrued liabilities, customer deposits, loan payable, unearned revenue and due to related parties. The Company designated its cash, term deposits and receivables as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities, customer deposits, loan payable, unearned revenue and due to related parties are classified as other financial liabilities, which are measured at amortized cost.

9. Commitments

Herbal Clone Bank Canada Inc.
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The Company entered a management service agreement on January 1, 2014 with the chief executive officer ("CEO") where the officer is to be compensated \$12,000 a month until June 1, 2014, when the monthly compensation would be reduced to \$8,000 a month until such time as the party or the Board of Directors terminates the agreement. The agreement permits the Company to settle any payment in shares at any time. The CEO is also entitled to participate in a stock option arrangement when the Board announces its stock option plan.

The Company entered a management service agreement on January 1, 2014 with the director of communication ("DOC") where the party is to be compensated \$5,000 a month until June 1, 2014, when the monthly compensation would be increased to \$8,000 a month until such time as the party or the Board of Directors terminates the agreement. The agreement permits the Company to settle any payment in shares at any time. The party is also entitled to participate in a stock option arrangement when the Board announces its stock option plan.

The Company entered into a management service agreement with a 0949453 BC Ltd., ("ManagementCo") a connected company of the chief financial officer. Monthly compensation charged by ManagementCo is \$8,000 a month until such time as the party or the Board of Directors terminates the agreement.. The ManagementCo is also entitled to participate in a stock option arrangement when the Board announces its stock option plan.

The Company entered a management service agreement on January 1, 2012 with a director where the party is to be compensated \$10,000 a month until such time as the party or the Board of Directors terminates the agreement. Advanced written notice of twenty-four months is required for termination. The party is also entitled to participate in a stock option arrangement when the Board announces its stock option plan.

The Company entered a management service agreement on January 1, 2012 with a director where the party is to be compensated \$8,000 a month until such time as the party or the Board of Directors terminates the agreement. Advanced written notice of twenty-four months is required for termination. The party is also entitled to participate in a stock option arrangement when the Board announces its stock option plan.

10. Segmented information

Operating segments

The Company operates one reportable operating segment – the medical marijuana business.

Geographic segments

The Company's non-current assets are located in Canada.