High Hampton Holdings Corp.

(Herbal Clone Bank Canada Inc.)

Consolidated Condensed Interim Financial Report

For the nine month period ended May 31, 2015

Expressed in Canadian Dollars - Unaudited

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited consolidated condensed interim financial statements of High Hampton Holdings Corp. (formerly Herbal Clone Bank Canada Inc.) (the "**Company**") are the responsibility of management and the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited consolidated condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheets date. In the opinion of management, the unaudited consolidated condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited consolidated condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited consolidated condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibilities for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) *"Robert Riley"*
Robert Riley
CEO

(signed) *"Terry L. Johnson"*
Terry L. Johnson
CFO

NOTICE TO READER

The accompanying unaudited consolidated condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited consolidated condensed interim financial statements as at and for the nine months ended May 31, 2015 and May 31, 2014 have not been reviewed by the Company's auditors.

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Consolidated Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars - Unaudited)

	May 31, 2015	August 31, 2014
ASSETS		
Current assets		
Cash	$ 36,694	$ 227,685
Term deposit	-	617,563
Accounts receivable	6,278	6,856
Loan receivable (Note 4)	64,800	75,505
GST recoverable	6,002	24,763
Prepaid expenses	5,000	91,831
Total current assets	118,774	1,044,203
Non-current assets		
Equipment (Note 5)	1,555	2,334
TOTAL ASSETS	$ 120,329	$ 1,046,537
LIABILITIES		
Current liabilities		
Trade payables and other accrued liabilities	$ 88,489	$ 158,608
Loan payable	18,367	70,034
Unearned revenue	67,000	67,000
Due to related parties (Note 7)	35,249	175,647
Total current liabilities	209,105	471,289
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	6,175,275	6,175,275
Reserve	(212,493)	(212,493)
Deficit	(6,051,558)	(5,387,534)
TOTAL SHAREHOLDERS' DEFICIT	(88,776)	575,248
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 120,329	$ 1,046,537

These consolidated condensed interim financial statements were approved and authorized for issue by the Board of Directors on July 28, 2015.

On behalf of the Board of Directors:

"Robert Riley" Director *"Terry L. Johnson"* Director

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Consolidated Condensed Interim Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars - Unaudited)

	Three Months Ended May 31, 2015	Three Months Ended May 31, 2014	Nine Months Ended May 31, 2015	Nine Months Ended May 31, 2014
Revenue				
Consulting	$ -	$ -	$ 3,308	$ -
Expenses				
Amortization	419	209	779	508
Consulting (Note 6)	15,373	6,600	139,390	14,100
Legal and audit	2,215	3,450	84,017	20,922
Listing and filing fees	1,500	18,821	7,650	23,164
Management fees (Note 6)	54,750	24,000	236,035	132,000
Office and general	13,275	6,486	158,749	26,839
Project evaluation	-	53,498	-	53,498
Stock based compensation	-	32,966	-	32,966
Transfer agent	2,814	4,465	9,001	7,726
Travel and entertainment	270	11,098	11,822	13,266
Total expenses	90,616	161,593	647,443	324,989
Loss before other items	90,616	161,593	644,135	324,989
Other items				
Interest expense	-	-	8,713	279
Write-off of Land purchase deposit	-	-	11,194	-
Recovery of costs	-	-	-	(153,888)
Interest income	-	(57)	(18)	(600)
Net loss and comprehensive loss for the period	**$ 90,616**	**$ 161,536**	**$ 664,024**	**$ 170,780**
Loss per share - basic and diluted	**$ (0.00)**	**$ (0.01)**	**$ (0.02)**	**$ (0.01)**
Weighted average number of shares outstanding	**27,334,200**	**13,716,700**	**40,971,563**	**13,716,700**

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Condensed Interim Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars - Unaudited)

	Share capital				
	Number of shares	Amount	Share- based payment reserve	Deficit	Total
Balance at August 31, 2013	**13,716,700**	**$ 1,005,704**	**$ 220,282**	**$ (941,174)**	**$ 329,432**
Stock based compensation	-	-	32,966	-	32,966
Net loss for the period	-	-	-	(170,780)	(170,780)
Balance at May 31, 2014	**13,716,700**	**$ 1,050,324**	**$ 253,248**	**$ (1,111,954)**	**$ 191,618**
Balance at August 31, 2014	**49,234,200**	**$ 6,175,275**	**$ (212,493)**	**$ (5,387,534)**	**$ 575,248**
Escrow shares returned to Treasury	(21,900,000)	-	-	-	-
Net loss for the period	-	-	-	(664,024)	(664,024)
Balance at May 31, 2015	**27,334,200**	**$ 6,175,275**	**$ (212,493)**	**$ (6,051,558,)**	**$ (88,776)**

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

	Three Months Ended May 31, 2015	Three Months Ended May 31, 2014	Nine Months Ended May 31, 2015	Nine Months Ended May 31, 2014
Operating activities				
Comprehensive loss for the period	$ (90,616)	$ (161,536)	$ (664,024)	$ (170,780)
Deduct interest income relating to investing activities	-	(57)	(18)	(600)
Adjustments for non-cash items:				
Accrued management fees	-	19,000	-	57,000
Amortization	419	209	779	508
Stock based compensation	-	32,966	-	32,966
Changes in non-cash working capital items:				
Accounts and GST receivable	(858)	(4,639)	19,339	1,010
Loan receivable	28,306	-	10,705	-
Prepaid expenses	46,810	(8,818)	86,831	(9,293)
Trade payables and other accrued liabilities	(12,182)	28,374	(70,119)	(57,051)
Loan payable	-	-	(51,667)	-
Due to related parties	(2,817)	-	(140,398)	-
Net cash flows used in operating activities	(30,938)	(94,501)	(808,572)	(146,240)
Investing activities				
Term deposit	-	(56)	617,563	165,469
Expenditures on equipment	-	(800)	-	(800)
Interest income	-	57	18	600
Net cash flows used in investing activities	-	(799)	617,581	165,269
Financing activities				
Proceeds from the issuance of common share	-	-	-	-
Net cash flows used in investing activities	-	-	-	-
Increase (decrease) in cash	(30,938)	(95,300)	(190,991)	19,029
Cash, beginning	67,632	124,945	227,685	10,616
Cash, ending	**$ 36,694**	**$ 29,645**	**$ 36,694**	**$ 29,645**

Supplemental disclosure with respect to cash flows

There were no significant non-cash investing and financing transactions for the nine months ended May 31, 2015.

1. Nature and continuance of operations

High Hampton Holdings Corp. (Formerly Herbal Clone Bank Canada Inc.) 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 520, 800 West Pender 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. On June 18, 2015, the Company changed its name to High Hampton Holdings Corp.

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 $6,051,558. 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 May 31, 2015, 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 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 financial statements for the year ended August 31, 2014 reflect the consolidated assets, liabilities, and results of operations of THC prior to the RTO. 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.

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 condensed consolidated interim financial statements of the Company have been prepared in accordance with 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.

On February 17, 2015, three prior shareholders of the Herbal Clone Bank Inc. surrendered and returned a total of 21,900,000 shares that were issued as consideration for the August 29, 2014 acquisition and reverse take over, the costs associated with the return of these shares were nil. As a result of this transaction, management believes the comparatives for the Interim Statements of Operations and Comprehensive Loss and the Interim Statement of Cash Flows should not reflect the reverse take over of August 31, 2014. These financial statement comparatives reflect the May 31, 2014 Infinity Minerals Corp. figures prior to the August 31, 2014 reverse take over.

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

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

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 May 31, 2015 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%

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 May 31, 2015 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.

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

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.

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.

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

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.

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.

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

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.

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

<u>Current income tax:</u>

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.

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

<u>Deferred income tax:</u>

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 exporting 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.

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.

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 of May 31. 2015, there was $64,800 owing.

(Expressed in Canadian dollars - Unaudited)

5. Equipment

		Computer equipment
Cost:		
Balance at August 31, 2014	$	3,184
Additions		-
Balance May 31, 2015		3,184
Accumulated depreciation:		
Balance at August 31, 2014		850
Charge for the period		779
Balance at May 31, 2015		1,629
Net book value:		
Balance at August 31, 2014		2,334
Balance at May 31, 2015	**$**	**1,555**

6. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Share issuances

There were no share issuances during the nine months ending May 31, 2015.

On February 17, 2015 there were 21,900,000 common shares returned to treasury for no consideration.

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

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.

(Expressed in Canadian dollars - Unaudited)

6. Share capital (cont'd)

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 nine months ended May 31, 2015 was based on the loss attributable to common shareholders of $664,024, and the weighted average number of common shares outstanding of 40,971,563.

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.

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. During the year ended August 31, 2014, the company granted 750,000 stock options fully vested with a fair value of $117,410. The Company’s stock option plan provides for immediate vesting or vesting at the discretion of the Board at the time of the option grant. Stock options granted to investor relations’ consultants vest over a twelve month period, with one quarter of such options vesting in each three month period.

The changes in options during the year ended May 31, 2015 and August 31, 2014 were as follows:

	May 31, 2015		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	-	-	750,000	0.40
Options outstanding, end of period	1,515,000	$ 0.20	1,515,000	$ 0.20
Options exercisable, end of period	1,515,000	$ 0.20	1,515,000	$ 0.20

As of May 31, 2015 the weighted average life of outstanding share purchase options was 2.64 years (August 31, 2014 – 3.39 years).

(Expressed in Canadian dollars - Unaudited)

6. Share capital (cont'd)

As at May 31, 2015 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
1,515,000		

Share purchase warrants

The changes in share purchase warrants during the nine months ended May 31, 2015 were as follows:

	May 31, 2015		August 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	3,514,000	$ 0.30	2,199,000	$ 0.29
Granted	-	-	3,514,150	$ 0.30
Expired	-	-	(2,199,000)	0.29
Outstanding, end of period	3,514,000	$ 0.30	3,514,000	$ 0.30

As at May 31, 2015 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 May 31, 2015 the weighted average life of outstanding share purchase warrants was 0.07 years (August 31, 2014 – 0.81 years).

7. Related party transactions

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, 2015	Nine Months Ended May 31, 2014
Management fees	$ 236,035	$ 132,000
Project evaluation	-	30,000
Rent	-	6,250
	$ 236,035	$ 168,250

(Expressed in Canadian dollars - Unaudited)

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.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at May 31, 2015:

	Within one year	Between one and five years	More than five years
Trade payables and accrued liabilities	$ 88,489	$ -	$ -
	$ 88,489	$ -	$ -

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, 2015.

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, 2015, 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, 2015.

Capital Management

8. Financial risk management (cont'd)

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.

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 nine months ended May 31, 2015. The Company is not subject to any externally imposed capital requirements.

Classification of financial instruments

The following is an analysis of the Company's financial assets measured at fair value as at May 31, 2015:

	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 36,694	$ -	$ -

	Level 1	Level 2	Level 3
Trade payables and accrued liabilities	$ 88,489	$ -	$ -

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

9. 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.

10. Subsequent events

On June 1, 2015, the Company appointed Kris Kottmeier as a Director.

On June 9, 2015, the Company accepted the resignation of Brian Roberts as CFO and a director and appointed Terry L. Johnson, CPA, as the new CFO and a director.

On June 18, 2015, the Company changed its name to High Hampton Holdings Corp., and started trading under the new name as of June 18, 2015, the trading symbol remained the same at "HC".

Also on June 18, 2015, the Company announced plans of a private placement of $1,500,000 by issuing up to 30,000,000 units at $0.05 per unit. Each unit contains one common share and one share purchase warrants excercisable at $0.10 for a period of two years.

On June 29, 2015, the Company accepted the resignation of Ron Shenton as a director of the Company.