High Hampton Holdings Corp.

(Herbal Clone Bank Canada Inc.)

Interim Condensed Consolidated Financial Statements

For the three months ended November 30, 2015

(Unaudited – prepared by management)

(Expressed in Canadian Dollars)

These unaudited interim condensed consolidated financial statements of High Hampton Holdings Corp. (formerly Herbal Clone Bank Canada Inc.) for the three months ended November 30, 2015 have been prepared by management and approved by the Board of Directors. These unaudited condensed interim financial statements have not been reviewed by the Company’s external auditors.

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Interim Condensed Consolidated Statements of Financial Position
As at
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	November 30, 2015	August 31, 2014
ASSETS		
Current assets		
GST recoverable	$ 8,702	$ 6,002
TOTAL ASSETS	$ 8,702	$ 6,002
LIABILITIES		
Current liabilities		
Trade payables and other accrued liabilities	$ 54,833	$ 201,683
Due to related parties (Note 7)	103,550	50,000
Total current liabilities	158,383	251,683
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (Note 5)	5,230,275	5,080,275
Reserve	(212,493)	(212,493)
Deficit	(5,167,463)	(5,113,463)
TOTAL SHAREHOLDERS' DEFICIT	(149,681)	(245,681)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 8,702	$ 6,002

These unaudited interim condensed consolidated financial statements were approved and authorized for issue by the Board of Directors on January 29, 2016.

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Interim Condensed Consolidated Statements of Operations and Comprehensive Loss
Three months ended November 30,
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	November 30, 2015	November 30, 2014
Revenue		
Consulting	$ -	$ 1,650
Expenses		
Amortization	-	180
Consulting (Note 7)	-	102,340
Legal and audit	6,000	25,621
Listing and filing fees	3,000	3,695
Management fees (Note 7)	45,000	101,538
Marketing and promotion	-	42,159
Office and general	-	32,160
Payroll	-	42,109
Total expenses	54,000	349,802
Loss before other items	54,000	348,152
Other item		
Write-off of Land purchase deposit	-	(11,194)
Loss and comprehensive loss for the period	**$ (54,000)**	**$ (359,346)**
Loss per share - basic and diluted	**$ (0.02)**	**$ (0.20)**
Weighted average number of shares outstanding	**2,934,518**	**2,033,266**

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Interim Condensed Consolidated Statement of Changes in Shareholders' Equity (Deficiency)
(Unaudited – prepared by managmenet)
(Expressed in Canadian dollars)

	Share capital				
	Number of shares	Amount	Reserves	Deficit	Total
Balance at Augsut 31, 2014	**4,923,420**	**$ 6,175,275**	**$ (212,493)**	**$ (5,387,534)**	**$ 575,248**
Net loss for the period	-	-	-	(359,346)	(349,346)
Balance at November 30, 2014	**4,923,420**	**$ 6,175,275**	**$ (212,493)**	**$ (5,746,880)**	**$ 215,902**
Balance at August 31, 2015	**2,733,420**	**$ 5,080,275**	**$ (212,493)**	**$ (5,113,463)**	**$ (245,681)**
Shares issued on debt settlement	300,000	150,000	-	-	150,000
Net loss for the period	-	-	-	(54,000)	(54,000)
Balance at August 31, 2015	**3,033,420**	**$ 5,230,275**	**$ (212,493)**	**$ (5,167,463)**	**$ (149,681)**

See accompanying notes to the unaudited interim condensed consolidated financial statements

High Hampton Holdings Corp.
(Formerly Herbal Clone Bank Canada Inc.)
Interim Condensed Consolidated Statements of Cash Flows
Three months ended Novemebr 30,
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	2015	2014
Operating activities		
Comprehensive loss for the period	$ (54,000)	$ (359,346)
Adjustments for non-cash items:		
Amortization	-	180
Changes in non-cash working capital items:		
Accounts and GST receivable	(2,700)	(6,117)
Loan receivable	-	(16,048)
Prepaid expenses	-	40,819
Accounts payable and accrued liabilities	3,150	(59,228)
Net cash flows used in operating activities	(53,550)	(399,740)
Financing activities		
Term deposit	-	563,634
Loan payable	-	(45,000)
Due to related parties	53,550	(146,025)
Net cash flows used in financing activities	53,550	372,609
Change in cash	-	(27,131)
Cash, beginning	-	227,685
Cash, ending	**$ -**	**$ 200,554**

Supplemental disclosure with respect to cash flows

There were no significant non-cash investing and financing transactions for the three months ended November 30, 2014.

During the three months ended November 30, 2015, the Company settled $150,000 of accounts payable by issuance of 300,000 common shares of the Company.

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. Up to February 2015, the Company's principal activity was to acquire a Health Canada license under the Marihuana for Medical Purposes Regulations for the purpose of providing services to producers of medical marihuana. In February 2015, the Company disposed of all assets, liabilities and subsidiaries that dealt with medical marihuana in exchange for the return of 2,190,000 common shares. The Company continued in its pursuit of opportunitites in the medical and retail marihuana sector in Canada and the United States, respectively, until the Company subsequent to August 31, 2015 decided to consolidate its shares on a 10 for 1 basis with the aim of attracting new business opportunities. All references to number of shares and per share amounts have been retroactively restated to reflect the consolidation. 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 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 $4,963,463. 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 August 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 2,875,000 shares, subject to an escrow agreement (Note 6).

After completion of the Acquisition, an aggregate of 4,923,420 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.

(Expressed in Canadian dollars)

2. Reverse Takeover (cont'd)

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.

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

Consideration received:		
Issuance of 2,875,000 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**

During the year ended August 31, 2015 the Company sold the medical marihuana assets, liabiltiies, intellectual property and subsidiaries of THC in exchange for the return of 2,190,000 common shares of the Company. It was agreed that the Company would continue its pursuit of a possible separate and new MMPR license in Canada, while also pursuing retail marihuana opportunities in the United States where legally available.

Consideration received:		
Return of 2,190,000 common shares to treasury	**$**	**1,095,000**
Net assets returned:		
Cash	$	36,694
Current assets		76,078
Non-cash working capital, net		1,555
Current liabilities assumed		(186,982)
Gain on disposal of business	**$**	**72,655**

3. Significant accounting policies and basis of preparation

Statement of compliance

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed consolidated interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended August 31, 2015.

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 financial statements included the accounts of the Company and its wholly-owned subsidiaries up to date of disposal on February 17, 2015. 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 2,190,000 shares that were issued as consideration for the August 29, 2014 acquisition and reverse take over, in exchange for the medical marihuana business assets, liabilities and subsidiary companies.

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

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. In February 2015, this loan receivable was assumed by the parties that took back control of the pursuit of the initial MMPR licensing.

5. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Share issuances

During the three months ended November 30, 2015, the Company settled accounts payble and accrued liabilities of $150,000 through the issuance of 300,000 common shares of the Company

On February 17, 2015 there were 2,190,000 common shares returned to treasury see Note 2.

On November 8, 2013, inception, 2,000,000 common shares were issued to two founders for proceeds of $10.

On May 1, 2014, 302,778 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, 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 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, 350,000 common shares were issued to Advanced Greenhouse Technologies Ltd. in connection with the share exchange agreement, at a nominal value of $2, see Note 11.

(Expressed in Canadian dollars)

5. Share capital (cont'd)

On August 29, 2014, the Company issued 2,875,000 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 were subject to an escrow agreement. The Company assumed the 2,048,420 issued and outstanding shares of the legal parent, IMC, in connection with the reverse acquisition transaction.

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.

During the year ended August 31, 2015 and the three months ended November 30, 2015, there were no changes in the number of options outstanding.

As of November 30, 2015 the weighted average life of outstanding share purchase options was 2.14 years (August 31, 2015 – 2.39 years).

As at November 30, 2015 the following stock options were outstanding:

Total number of options	Exercise price	Expiry date
66,500	$1.50	September 15, 2016
15,000	$4.20	June 23, 2017
10,000	$4.00	July 11, 2017
10,000	$2.00	November 19, 2017
40,000	$1.25	April 11, 2019
10,000	$2.70	June 10, 2019
151,500		

Share purchase warrants

As at August 31, 2015 and November 30, 2015 there were no warrants outstanding.

(Expressed in Canadian dollars)

6. Loan Payable

The Company entered into a loan agreement dated February 5, 2013 with an arm's length party (the "Lender") in the principal amount of $80,000. The loan is unsecured, carries an inputed interest rate of 10.4% and matures on January 15, 2015. In February 2015, this loan receivable was assumed by the parties that took control of pursuit of the initial MMPR licensing.

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

	Three Months November 30, 2015	Three Months November 30, 2014
Management, professional and consulting fees	$ 51,000	$ 120,000

Amounts owing to related parties are unsecured, non interest bearing and have no fixed teroms of repayment.

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 Company's non-derivative financial liabilities are all due within one year.

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 August 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 November 30, 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 November 30, 2015.

8. Financial risk management (cont'd)

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.

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 year ended August 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 November 30, 2015:

	Level 1	Level 2	Level 3
Cash and cash equivalents	$ -	$ -	$ -

	Level 1	Level 2	Level 3
Trade payables and accrued liabilities	$ 54,883	$ -	$ -

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. Up to February 2015, the Company was in the medical marijuana business. After February 2015, the Company is currently looking at new business opportunites.

Geographic segments

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