High Hampton Holdings Corp.

(Formerly Herbal Clone Bank Canada Inc.)

Amended and Restated

MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Year Ended August 31, 2015

INTRODUCTION

This Amended and Restated management discussion and analysis ("**MD&A**") of the Company covering the year ended August 31, 2015 is prepared as of March 24, 2016 and corrects certain errors and omissions in the Company's MD&A covering the same period prepared as of December 31, 2015 (see "*Amendment and Restatement*", below).

This MD&A reviews and summarizes the activities of High Hampton Holdings Corp. (the "Company") and compares the financial results for the year ended August 31, 2015 with the prior year. This information should be read along with the Company's Amended and Restated audited consolidated financial statements for the year ended August 31, 2015 and related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts herein are stated in Canadian dollars unless otherwise indicated.

Forward Looking Statements

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward- looking statements. In this MD&A, such forward looking statements include statements concerning the Company's business objectives that have not yet materialized; the Company's investigation of business opportunities; the Company's goal to commence operations; the Company's intent and ability to raise capital; and the Company's goal to enhance shareholder value.

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

OVERALL PERFORMANCE

Description of Business

High Hampton Holdings Corp. was incorporated under the name Infinity Minerals Corp. on November 12, 2010, under the laws of the province of British Columbia, Canada. The name of the Company was changed to Herbal Clone Bank Canada Inc. on August 29, 2014 and subsequently to High Hampton Holdings Corp. on June 18, 2015. The corporate office and principal place of business address is Suite 804 - 750 W Pender Street, Vancouver, British Columbia, Canada, V6C 2T7. The Company is a reporting issuer in British Columbia, Ontario and Alberta, and its common shares are traded on the Canadian Securities Exchange (the "**CSE**") under the symbol "HC" and on the Frankfurt Exchange under the symbol "0HC".

At the end of the Company's 2014 fiscal year, the Company made a transition from a junior resource company to a medical marijuana start up. Effective August 29, 2014, the Company underwent a change of business and acquired 100% of the issued and outstanding shares of The Herbal Clone Bank Inc. ("**THC**"), a private company with an application pending with Health Canada to become a Licensed Producer under (and as defined in) the *Marihuana for Medical Purposes Regulations* (the "**MMPR**") (see "*Reverse Takeover*", below).

The Company's new business objective is to supply vegetative (first growth) stage cannabis to Licensed Producers allowing them to focus exclusively on the flowering stage of crop production, and thereby eliminating first growth stage infrastructure costs and doubling output by cutting grow cycles from 16 weeks to eight. The Company's business plan anticipates the development of a horticultural facility in Okanagan Falls, British Columbia from which specific services will be provided including propagation, direct cultivation and sale of purebred cultivars optimized for medical purposes; cloning; marihuana strain storage and database maintenance. As well, through THC's wholly-owned subsidiary, the Company intends offer to supply and install speciality greenhouses designed for the medical marihuana industry.

The Company's principal focus during the year ended August 31, 2015 was to secure its MMPR license in order to commence commercial operations in the marijuana sector. THC's MMPR license application was submitted to Health Canada in November 2013 and the file was accepted November 26, 2013. However, since the Company's acquisition of THC, the marijuana sector in Canada has been plagued with uncertainties and changes in the regulatory framework governing the industry; there exists a backlog of an unprecedented number of MMPR license applications; and Health Canada has implemented changes in its practice of granting licenses. All of these factors have resulted in inordinately lengthy processing delays. Over 1,000 companies have submitted MMPR license applications to Health Canada, yet fewer than 30 licenses have been granted.

As at August 31, 2015, the Company had not received an MMPR license. As there is no assurance when an MMPR license will be granted to the Company, if at all, management broadened the Company's business focus subsequent to the 2015 fiscal year end and has begun to explore alternative avenues of entry into the medical and retail marijuana industry. Management is also currently assessing various other initiatives outside of the marijuana sector, with a view to enhancing shareholder value. However, any fundamental change in the business activities of the Company will require appropriate filings and pre-approval of the CSE.

SIGNIFICANT EVENTS, TRANSACTIONS AND ACTIVITIES

Reverse Takeover

On August 29, 2014, pursuant to a share exchange agreement, the Company acquired all of the issued and outstanding securities of THC including its subsidiary, Advanced Greenhouse Technologies Ltd., in exchange for the issuance of 28,750,000 common shares of the Company (the "**THC Acquisition**"). THC shareholders received one common share of the Company for each THC share held on the date the THC Acquisition was completed. All of the shares of the Company issued in connection with the THC Acquisition were made subject to an escrow agreement which provided for a 10% release upon completion of the RTO and 15% releases every six months thereafter.

Upon closing of the THC Acquisition and the issuance of the share consideration therefor, 58% of the issued and outstanding shares of the company were held by the previous the shareholders of THC. As THC shareholders therefore acquired control of the Company, in accordance with IFRS 3, *Business Combinations*, the transaction constituted a reverse takeover ("RTO") that was not a business combination and was accounted for as a recapitalization of the Company. The consideration paid by the Company in connection with THC Acquisition was accounted for in accordance with IFRS 2, *Share-based Payments*, applicable to transactions where an entity grants equity instruments and cannot identify specifically some or all of the goods or services received in return.

The deemed price of the Company's shares issued as consideration for the THC Acquisition was $0.30 per share, the trading price of the Company's shares on the date of the closing of the transaction. Management estimated the fair value purchase consideration as $6,145,260, based upon the total number of issued and outstanding shares of the Company on the acquisition date (49,234,200 common shares) multiplied by the share trading price, multiplied by the non-THC shareholders' percentage ownership interest in the combined company (41.6%). Consistent with IFRS 2, this fair value estimation is considered a more reliable measure of fair value than a deemed value of THC's unlisted private company common shares. The estimated fair value purchase consideration of $6,145,260 reflects the recapitalization of the Company's capital and reserve accounts.

The allocation of the share exchange for the THC Acquisition 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**

Pursuant to IFRS 2, the fair value of the shares of the Company in excess of the net assets of THC (which excess is noted above as "Listing expense") is recognized in comprehensive loss as a reverse acquisition transaction cost.

See also "*Summary of Quarterly Results*" for a description of the effect of the RTO on the Company's financial statements and subsequent comparatives.

Concurrent with the closing of the THC Acquisition, the Company changed its name to Herbal Clone Bank Canada Inc. to reflect its change in business. On September 5, 2014, the Company received final approval from the CSE of its change of business and its shares recommenced trading under its new symbol "HC" on September 8, 2014.

Share Surrender and Cancellation

As of February 2015, the MMPR License Application had still not been issued by Health Canada. After the RTO, the Company had 49,234,200 common shares issued and outstanding which, coupled with the uncertainty of timing for the grant of license to commence operations, impeded financing efforts. As a strategic re-structuring plan, management negotiated for the surrender for cancellation by the THC founding shareholders of 21,900,000 of the escrowed shares they received pursuant to the RTO. This reduction of issued and outstanding capital by approximately 44% resulted in a more workable corporate structure to enable the Company to raise the necessary funds to proceed with the Company's business plan.

On February 17, 2015, 21,900,000 common shares that were held in escrow, and which formed part of the shares issued by the Company to the THC founding shareholders in connection with the RTO, were surrendered and returned to treasury for cancellation. Upon cancellation, the carrying value of $4,681,085 attributable to the cancelled shares was credited to contributed surplus and total share capital decreased accordingly.

Corporate Changes

At the end of the 2014 fiscal year, concurrent with the Company's change of business on August 29, 2014, Barry Kuypers became a director and also President and Chief Executive Officer of the Company; David Hutchinson became a director and a Vice President of Communications; Marc Geen became a director; and Ron Shenton resigned as President but remained a director.

On November 10, 2014, Luca Riccio, Ph.D.,Geo resigned as a director of the Company, and Kevin Blucke, CPA, CMA was appointed as a director in his stead.

On November 10, 2014, the Company formed a wholly owned Washington State subsidiary, "American Greenhouse Technologies".

On November 10, 2014, the shares of the Company were listed for trading on the Frankfurt Exchange under the trading symbol "0HC". In support of the new listing, the Company entered into a shareholder information agreement with Star Finance of Steinhausen, Switzerland to provide translation services and news release dissemination to shareholders and interested investors in the European marketplace.

On January 19, 2015, Kevin Blucke resigned as a director of the Company, and David Hutchinson resigned as a director of the Company effective January 26, 2015.

On January 28, 2015, Barry Kuypers resigned as President and CEO of the Company and was replaced by Marc Green as President and CEO. Barry Kuypers ceased to be a director of the Company effective at the May 21, 2015 Annual General Meeting of the Company.

On May 27, 2015, Marc Geen resigned as a director and CEO, and Rob Riley was appointed as a director and the new corporate CEO and President.

On June 1, 2015, Kris Kottmeier was appointed as a director of the Company.

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

On June 18, 2015, the Company changed its name to High Hampton Holdings Corp.

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

Mineral Property Interests

The Company still holds a 100% interest in two contiguous mineral tenures known as the Rainbow Claim Group comprising 317.64 hectares located approximately four kilometers northwest of the community of Midway in south central British Columbia and known as the Rainbow Claim Group. The Company was subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities including restoration, reclamation and re-vegetation of the affected exploration sites. As at August 31, 2015, the Company had no restoration and environmental obligations.

The Company had now ceased all mining exploration activities, and is seeking to sell ownership of its Rainbow Claim Group to a third party. For the fiscal year ended August 31, 2014, the Company recorded an impairment loss of $209,979 relating to these mineral properties, due to the Company's change in business operations. During the fiscal year ended August 31, 2015, the Company wrote off an additional $11,194 of costs associated with these properties. The Company maintains good standing on the property's mineral titles.

Subsequent Events

Shares for Debt

Subsequent to August 31, 2015, the Company settled an accounts payable of $150,000 through the issuance of 3,000,000 common shares of the Company.

Share Consolidation

On September 16, 2015, the Company consolidated its shares on the basis of one new share for every ten old shares, in order to provide more flexibility in raising funds.

As the Company's share consolidation occurred subsequent to the year ended August 31, 2015 and for ease of comparatives, all references to number of shares and per share amounts herein are expressed as *pre-consolidation* values.

Resignation of Director

On October 8, 2015, the Company accepted the resignation of Terry Johnson, CPA as a director and CFO and appointed Christopher Cherry as a director and CFO in his stead.

New Business Opportunities

Subsequent to the end of the 2015 fiscal year, and in view of the uncertainty of the Company's MMRP license application, the directors of the Company began to seek additional business opportunities. On September 28th, 2015, the Company announced the acquisition of an on-line a marijuana industry-focused social and business network but on October 8, 2015 after further due diligence, the Company cancelled the transaction. The directors of the Company continue to assess other viable ventures, but any fundamental change in the Company's business will require appropriate regulatory filings and pre-approval of the CSE.

Cease Trade

On January 18, 2016, the Company was the subject of a Cease Trade Order by the British Columbia Securities Commission pending the amendment and re-filing of the Company's annual financial statements and MD&A for the 2015 fiscal year. As a consequence of the Cease Trade Order, the CSE suspended the Company from trading until lifting of the Cease Trade Order.

SELECTED ANNUAL INFORMATION

	Year ended August 31,		
	2015	**2014**	**2013**
Total revenues	$3,308	$11,775	$5,047
Income or Loss before Discontinued Operations & Extraordinary Items	($780,278)	($5,387,534)	($526,468)
Net Loss in total	($780,278)	($5,387,534)	($526,468)
Basic and Diluted Loss per Share	(0.03)	(0.26)	(0.04)
Total Assets	83,375	1,046,537	422,980
Total Long Term Liabilities	0	0	0
Cash dividends declared per share	0	0	0

Effect of RTO on Comparative Financial Information

As the RTO on August 29, 2014 resulted in the original THC shareholders acquiring control of the Company, THC was considered the acquirer for accounting purposes and the consolidated financial statements for the 2014 year end, although issued under the name of the Company (the legal parent) are deemed to be a continuation of THC (the legal subsidiary). Accordingly, the consolidated financial statements for the year ended August 31, 2014 reflect the consolidated assets, liabilities, and results of operations of THC at their historical carrying values prior to the RTO. The consolidated assets, liabilities and results of operations of the Company and THC are included subsequent to the RTO. Notwithstanding the subsequent cancellation of a substantial portion of the escrow shares issued as consideration to the THC founding shareholders and their relinquishment of control of the Company, the Company still holds 100% of the shares of THC (see "*Reverse Takeover*" and "*Share Surrender and Cancellation*"). Accordingly, the following table, which summarizes the financial information of the Company for the last three completed financial year ends, reflects the following:

(a) for the 2013 year end, the assets, liabilities, and results of operations of the Company (the legal parent, then named Infinity Minerals Corp.) having no subsidiaries; and

(b) for the 2014 and 2015 year ends, the consolidated assets, liabilities, and results of operations of the Company and THC and its subsidiaries.

The RTO and the subsequent relinquishment of control by the THC shareholders will impact on the comparatives in the Company's interim financial statements because for fiscal quarters occurring from the date that control commenced until the date that control ceased, the financial data of the corresponding fiscal quarter of the prior year will reflect the assets, liabilities and results of operations of THC and its subsidiaries.

DISCUSSION OF OPERATIONS

The following discussion and analysis of the operating results and financial condition of the Company should be read in conjunction with the Company's Audited Consolidated Financial Statements and notes thereof for the fiscal year ending August 31, 2015.

In September 2015, after receiving CSE approval for its change of business, the Company awaited its "permit to build" document from Health Canada which was the next phase in its application for a Health Canada grant of an MMPR license. For the balance of the fiscal year ended August 31, 2015, management focused on the finalization of all matters related to the acquisition of THC and continued to pursue, monitor and follow up with Health Canada regarding its MMPR license application. The Company was also engaged in organizing inter-company processes and satellite offices in Vancouver and Kelowna for THC and its subsidiaries; updating and modifying the Company's business plans; and pursuing sales of its exclusive line of greenhouses designed for the marijuana industry. As the backlog of MMPR license applications at Health Canada continued to increase and with no assurance of the timing of a grant its license to operate in the marijuana sector in Canada, management began to seek opportunities in the United States where the laws have changed regarding commercialization of marijuana-related activities. The Company incorporated a Washington State subsidiary with a view to doing business with entities in that jurisdiction, and also conducted research on potential business opportunities in Colorado. During the period, the Company also secured a listing on the Frankfurt Stock Exchange to broaden its potential funding opportunities.

The Company is still an early stage company and has earned only nominal consulting revenues since inception. During the year ended August 31, 2015, the Company received revenues of $3,308 compared to $11,775 during the previous fiscal year. Although the Company has a good business plan and the qualified personnel and know-how to carry out its intended marijuana services business going forward, the increasing uncertainty in the laws and regulations relating to the industry and the lengthy application processes and inordinate wait times involved in obtaining the legal right and license to carry on business in the marijuana sector has hindered and delayed the Company in its efforts to enter that market and generate revenues from marijuana-related activities.

Subsequent to the end of the 2015 fiscal year, with no definitive indication as to when its MMPR license will be granted, the Company began investigating possible acquisitions, joint ventures and mergers with existing Licensed Producers both in Canada, the US and elsewhere. Management also began to explore other opportunities including a possible strategic alliance with entities offering products or services in the marijuana sector that do not require a MMPR license for their activities. As an additional precautionary measure, as there is no assurance that the Company's MMPR license application will ultimately be granted by Health Canada, management is also currently assessing various other business opportunities some of which are not related to the marijuana sector and will involve a fundamental change in business and necessitate prior approval of the CSE. None of these recent initiatives have yet progressed beyond the discussion stage.

As at August 31, 2015, the Company had current assets of $82,080 none of which was in cash or term deposits. In addition, there were current liabilities in the amount of $288,405 which was comprised of accounts payable of $117,789 including unpaid legal and audit fees and a number of smaller accrued liabilities, a non-refundable customer deposit of $67,000, a loan payable of $18,367, and a total of $85,249 owing to directors and former directors.

The Company began the 2015 fiscal year with cash of $227,685 and a term deposit of $617,563. During the year, there were operating activity net cash outflows of $713,888 primarily as a result of a net loss for the period of $780,278; payments of trade payables and accrued liabilities totalling $40,819; a decrease in loans payable of $51,667; and a decrease of $90,398 in amounts due to related parties. There were no financing activities during the period, and total cash flows used in investing activities was primarily an addition in term deposits of $617,537.

The Company expended a total of $763,679 during the fiscal year ended August 31, 2015, compared to expenses totalling $327,242 in the prior period. The following itemizes the variance in costs between the 2015 and 2014 fiscal periods:

- Legal and audit fees for fiscal 2015 was $85,317 (2014 - $56,618) which increased over the prior period primarily due to the cost of completing the RTO including additional legal and audit work for all subsidiary companies, and numerous changes in the Company's board of directors requiring extra legal work.

- Consulting fees of $251,084 increased substantially from the 2014 fiscal year (2014 - $61,238) due to development work on the consolidated entity's business plans moving forward and modifications to the Company's business plan in light of Health Canada changes; financial consulting and preparation of bookkeeping accounting records for all three entities; research and project evaluation costs; and contract work relating to annual advertising and news dissemination services.

- $158,731 (2014 - $73,769) was expended on office and general administrative costs covering office rents, telecommunications, investor relations and all related office supply and services components. These costs increased over that expended on such costs in the previous period because of the addition of the subsidiary companies with separate offices in Kelowna, BC, resulting in greater office and administrative costs, including software, website creation and maintenance, and other office costs.

- Similarly, management fees increased to $236,035 during the year ended August 31, 2015 (2014 - $134,767) due to the assumption by the Company of THC's management contracts with its key personnel.

- Transfer agent costs in fiscal 2015 totaling $10,501 during the period (2014 – $nil) related to work in connection with to the RTO, including issuances of shares, preparation of new escrow agreements and escrow share releases.

During the fiscal year ended August 31, 2015, the Company also wrote off a land purchase deposit of $11,194 and incurred $8,713 in interest related costs.

As a result of these expenditures, the Company incurred a net comprehensive loss of $780,278 for the fiscal year ended August 31, 2015, compared to a loss of $5,387,534 for the fiscal year ended August 31, 2014. Similarly, during the fourth quarter of fiscal 2015, the Company incurred a loss of $156,905 compared to a loss of $5,227,864 for the fourth quarter of fiscal 2014. The substantial difference in total expenses for fiscal 2015 versus fiscal 2014 is due to the listing expense in fiscal 2014 of $4,862,088 relating to the share-based payment consideration in connection with the RTO. This is a one-time expense tied to that 2014 transaction with no corresponding expense in the 2015 fiscal period.

In the current period, the Company also recorded an accrual of CSE listing fees of $1,500 plus $1,500 in transfer agent fees. No amounts were accrued during the period ended August 31, 2014.

SUMMARY OF QUARTERLY RESULTS

The following financial data has been prepared in accordance with IFRS and all figures are stated in Canadian dollars.

Financial results:	**Q4** **Aug 31, 2015**	**Q3** **May 31, 2015**	**Q2** **Feb 28, 2015**	**Q1** **Nov 30, 2014**
Net (loss) profit for the period	($116,254)	($90,616)	($214,062)	($359,346)
Basic and diluted loss per share	$0.00	$0.00	$0.00	$0.02
Balance sheet data:				
Cash	$0.00	$36,694	$67,632	$254,384
Total assets	$83,375	$120,329	$225,944	$436,939
Shareholders' Equity (deficit)	($205,030)	($88,776)	$1,840	$215,902

Financial results:	**Q4 Aug 31, 2014**	**Q3 May 31, 2014**	**Q2 Feb 28, 2014**	**Q1 Nov 30, 2013**
Net (loss) profit for the period	($5,227,864)	($161,536)	($56,783)	($47,539)
Basic and diluted loss per share	$0.26	$0.01	$0.01	$0.01
Balance sheet data:				
Cash	$854,248	$71,195	$166,439	$107,704
Total assets	$1,046,537	$305,115	$386,312	$459,660
Shareholders' Equity (deficit)	$575,248	$191,618	$320,188	$376,971

In above table summarizes the financial results for each of the Company's eight most recently completed quarters. The RTO took place during the fourth quarter of 2014 and, consequently, the financial results for the first three financial quarters of 2014 (November 30, 2013 through May 31, 2014) reflect the operations of the Company (then, Infinity Minerals Corp., a junior exploration company) prior to the RTO. The financial results for the fourth quarter of the 2014 fiscal year and thereafter reflect the operations of the Company, THC and its subsidiaries on a consolidated basis.

The significant variance in net loss for the fourth quarter of 2015 versus 2014 is because Q4 2014 net loss reflects the RTO expenses, including the listing expense of $4,862,088. The delay in obtaining its MMPR license to enable the Company to commence operations in the marijuana sector has resulted in a depletion of the Company's capital resources during the most recently completed financial year. Net loss for Q4 2015 primarily reflects consulting, management, legal, audit administrative and office fees incurred as the Company awaited a response from Health Canada and engaged in activities in search of alternative opportunities in the marijuana business. The Company will operate at a loss unless and until it is able to receive a MMPR license from Health Canada so as to allow commercialization of its planned horticultural facility in Okanagan Falls, British Columbia. The Company will require additional financing in order to fund planned expenditures and cover its general and administrative costs.

The Company had no source of revenue during Q4 2015, and only minimal revenues from consulting fees earned and amounts of interest earned on term deposits during Q4 2014. During the fourth quarter of 2015, the Company incurred management fees of $50,000 accrued to two directors, Rob Riley and Krister Kottmeier, compared to management fees of $120,000 paid or accrued to prior management and directors during the fourth quarter of fiscal 2014.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the Company's operations. Capital is comprised of the Company's shareholders' equity. As at August 31, 2015, the Company's shareholders' deficit was $205,030.

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. As at August 31, 2015, the Company's current resources are not sufficient to settle its current liabilities. The Company had working capital deficiency of $206,325 as at the end of the period. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due and to attain future profitable operations.

The Company intends to raise funds through an equity financing. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. Further, if an equity offering is used to raise required additional capital, it may result in dilution to existing shareholders based on the size of such an offering. Failure to obtain such additional financing could result in delay or indefinite postponement of the development of the Company's business, and may cast significant doubt upon the Company's ability to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS BETWEEN RELATED PARTIES

Included in the amounts expensed for management and consulting fees expensed during the 2015 fiscal year are the following compensation payments which were made to directors, officers and companies that are controlled by directors of the Company:

Key management personnel compensation		**Year Ended August 31, 2015**		**Year Ended August 31, 2014**
Management and consulting fees	$	487,119	$	184,250

Of the aforesaid management and consulting fees, a total of $437,119 was charged by former directors and officers of the Company and the sum of $25,000 was charged by each of the two current directors of the Company.

As at August 31, 2015, accounts payable and accrued liabilities included management fees of $35,249 payable to former directors and the $50,000 payable to the current directors. These amounts are unsecured, non-interest bearing, have no fixed terms of repayment.

The return of shares to the Company for cancellation by the original THC shareholders on February 12, 2015 was a "related party" transaction.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Note 3 of the Company's Audited Consolidated Financial Statements for the year ended August 31, 2015 sets out the Company's significant accounting policies. There have been no changes in the Company's accounting policies during the period.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

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

Financial Risk Management

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

Credit risk

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

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. Although the Company attempts to achieve this by maintaining sufficient cash and banking facilities, as an early stage company without revenues, the Company's liquidity position decreases as expenses are incurred. To mitigate this liquidity risk, the Company budgets its expenditures, closely monitors its rolling cash forecast and liquidity position, and raises capital as needed. To date, the Company's ongoing operations have been almost entirely financed by equity issues combined with proceeds from the exercise of warrants and stock options, along with some interest income and partner funding.

The Company's non-derivative financial liabilities as at August 31, 2015 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 August 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 August 31, 2015.

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's process in managing capital is through detailed review and due diligence on all potential acquisitions, and preparing short-term and long-term cash flow analysis to maintain sufficient resources. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. 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 market decline and economic downturn.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. 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 August 31, 2015:

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

	Level 1	Level 2	Level 3
Trade payables and accrued liabilities	$ 117,789	$ -	$ -

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.

Commitments

During the year ended August 31, 2015, the Company was committed to a sublease of office space at #520, 800 West Pender Street, Vancouver, BC, V6C 2V6 at a monthly rate of $1,050 but the Company terminated the lease in September, 2015 and the space has since been re-tenanted.

<u>OTHER MD&A REQUIREMENTS</u>

The authorized capital of the Company consists of an unlimited number of common shares without par value of which 27,334,200 common shares are issued and outstanding as of August 31, 2015.

No stock options and no share purchase warrants were issued by the Company in the 2015 fiscal year.

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, 2015, all options granted to former directors, officers and consultants expired following the resignation or termination of office or services.

As at August 31, 2015, there were no share purchase warrants and no stock options outstanding.

AMENDMENT AND RESTATEMENT

This Amended and Restated MD&A covering the year ended August 31, 2015 corrects certain errors and omissions in the Company's 2015 MD&A previously filed, and provides a more accurate, thorough and comprehensive explanation of the Company's activities during the year and more a full and complete assessment of the Company's financial condition and future prospects as at year end.

MANAGEMENT COMMENTS

The Amended and Restated Audited Consolidated Financial Statements of the Company for the year ended August 31, 2015 and all information contained in this financial report have been approved by the Company's Board of Directors.

The Company complies with its CSE listing agreement. The Company maintains an adequate system of internal accounting and administrative controls to provide reasonable assurance that the Company's financial information is accurate and that the assets correctly accounted for. However, the various corporate changes during the 2015 fiscal year, including an extraordinary number of changes of directors and officers of the Company and the change in control of the Company, resulted in a number of oversights in the Company's regulatory filings. Current management has since sought the advice of legal and financial professionals for advice on establishing a more rigorous system of system of internal accounting and administrative controls to provide greater assurance that its reported financial information is relevant, reliable and accurate and that the assets of the Company are correctly accounted for and protected.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

This MD&A was prepared on March 24, 2016.

Vancouver, BC

/s/ *Rob Riley*
Rob Riley,
President