

**High Hampton Holdings Corp.**

(Formerly Herbal Clone Bank Canada Inc.)

**Condensed Interim Consolidated Financial Statements**

**For the Six Months Ended February 29, 2016**

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying Amended and Restated Condensed Interim Financial Statements of High Hampton Holdings Corp. (the "Company") are the responsibility of management and the Board of Directors.

These 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 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 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 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 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,  
Chief Executive Officer

(signed) "Christopher P. Cherry"  
Christopher P. Cherry,  
Chief Financial Officer

## **NOTICE TO READER**

These unaudited condensed interim condensed consolidated financial statements of the Company for the six months ended February 29, 2016 have been prepared by management and were approved and authorized by the Company's Board of Directors on April 28, 2016. 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.)

**Condensed Interim Consolidated Statements of Financial Position**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	February 29, 2016	August 31, 2015
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ -	\$ -
Receivables	6,278	6,278
Loan receivable (Note 4)	64,800	64,800
GST recoverable	11,552	6,002
Prepaid expenses	5,000	5,000
<b>Total current assets</b>	<b>87,630</b>	<b>82,080</b>
<b>Non-current assets</b>		
Equipment (Note 5)	1,101	1,295
<b>TOTAL ASSETS</b>	<b>\$ 88,731</b>	<b>\$ 83,375</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade payables and other accrued liabilities	\$ 124,089	\$ 117,789
Loan payable (Note 7)	18,367	18,367
Customer Deposits and Unearned revenue	67,000	67,000
Due to related parties (Note 8)	195,499	85,249
<b>Total current liabilities</b>	<b>404,955</b>	<b>288,405</b>
<b>SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
Share capital (Note 6)	1,644,190	1,494,190
Reserve	(212,493)	(212,493)
Contributed Surplus (Note 2)	4,681,085	4,681,085
Deficit	(6,429,006)	(6,167,812)
<b>TOTAL SHAREHOLDERS' DEFICIT</b>	<b>(316,224)</b>	<b>(205,030)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 88,731</b>	<b>\$ 83,375</b>

The accompanying notes form an integral part of these financial statements

**High Hampton Holdings Corp.**

(Formerly Herbal Clone Bank Canada Inc.)

**Condensed Interim Consolidated Statements of Operations and Comprehensive Loss**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Three Months Ended Feb 29, 2016	Three Months Ended Feb 28, 2015	Six Months Ended Feb 29, 2016	Six Months Ended Feb 28, 2015
<b>Revenue</b>				
Consulting	\$ -	\$ 1,658	\$ -	\$ 3,308
<b>Expenses</b>				
Amortization	97	180	194	360
Consulting (Note 6)	9,000	21,677	165,000	124,017
Legal and audit	-	56,180	-	81,802
Listing and filing fees	3,000	1,465	6,000	5,160
Management fees (Note 6)	45,000	79,746	90,000	181,285
Marketing and promotion	-	17,778	-	59,937
Office and general	-	25,241	-	57,400
Payroll	-	13,452	-	55,561
Total expenses	57,097	215,719	261,194	565,522
Loss before other item	(57,097)	(214,062)	(261,194)	(562,214)
<b>Other item</b>				
Write-off of Land purchase deposit	-	-	-	(11,194)
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (57,097)</b>	<b>\$ (214,062)</b>	<b>\$ (261,194)</b>	<b>\$ (573,408)</b>
<b>Loss per share - basic and diluted</b>	<b>\$ (0.02)</b>	<b>\$ (0.05)</b>	<b>\$ (0.09)</b>	<b>\$ (0.12)</b>
<b>Weighted average number of shares outstanding</b>	<b>3,033,420</b>	<b>4,655,753</b>	<b>2,958,420</b>	<b>4,790,326</b>

The accompanying notes form an integral part of these financial statements

**High Hampton Holdings Corp.**

(Formerly Herbal Clone Bank Canada Inc.)

**Condensed Interim Consolidated Statement of Changes in Shareholders' Equity (Deficiency)**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Share capital		Share-based payment reserve	Contributed Surplus	Deficit	Total
	Number of shares	Amount				
<b>Balance at August 31, 2014</b>	<b>4,923,420</b>	<b>\$ 6,175,275</b>	<b>\$ (212,493)</b>	<b>\$ -</b>	<b>\$ (5,387,534)</b>	<b>\$ 575,248</b>
Escrow shares returned to Treasury (Note 6)	(2,190,000)	(4,681,085)	-	4,681,085	-	-
Net loss for the period	-	-	-	-	(573,408)	(573,408)
<b>Balance at February 28, 2015</b>	<b>2,733,420</b>	<b>\$ 1,495,190</b>	<b>\$ (212,493)</b>	<b>\$ 4,681,085</b>	<b>\$ (5,960,942)</b>	<b>\$ 1,840</b>
Net loss for the period	-	-	-	-	(206,870)	(206,870)
<b>Balance at August 31, 2015</b>	<b>2,733,420</b>	<b>\$1,494,190</b>	<b>\$ (212,493)</b>	<b>\$ 4,681,085</b>	<b>\$ (6,167,812)</b>	<b>\$ (205,030)</b>
Shares issued for settlement of debt	300,000	150,000	-	-	-	150,000
Net loss for the period	-	-	-	-	(261,194)	(261,194)
<b>Balance at February 29, 2016</b>	<b>3,033,420</b>	<b>\$1,644,190</b>	<b>\$ (212,493)</b>	<b>\$ 4,681,085</b>	<b>\$ (6,429,006)</b>	<b>\$ (316,224)</b>

The accompanying notes form an integral part of these financial statements

**High Hampton Holdings Corp.**

(Formerly Herbal Clone Bank Canada Inc.)

**Condensed Interim Consolidated Statements of Cash Flows**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	February 29, 2016	February 28, 2015
<b>Operating activities</b>		
Comprehensive loss for the year	\$ (261,194)	\$ (359,36)
Adjustments for non-cash items:		
Amortization	194	180
Consulting fees, settled in common shares	150,000	-
Changes in non-cash working capital items:		
Accounts and GST receivable	(5,550)	(6,117)
Loan receivable	-	(16,048)
Prepaid expenses	-	(40,819)
Trade payables and other accrued liabilities	6,300	(59,228)
<b>Net cash flows used in operating activities</b>	<b>(110,250)</b>	<b>(399,740)</b>
<b>Investing activities</b>		
Term deposit	-	563,634
<b>Net cash flows used in investing activities</b>	<b>-</b>	<b>563,634</b>
<b>Financing activities</b>		
Loan payable	-	(45,000)
Due to related parties	110,250	(146,025)
<b>Net cash flows used in investing activities</b>	<b>110,250</b>	<b>(191,025)</b>
<b>Increase (decrease) in cash</b>	<b>-</b>	<b>(27,131)</b>
Cash, beginning	-	227,685
<b>Cash, ending</b>	<b>\$ -</b>	<b>\$ 200,554</b>

**Supplemental disclosure with respect to cash flows**

There were no significant non-cash investing and financing transactions for the period.

## High Hampton Holdings Corp.

(Formerly Herbal Clone Bank Canada Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

#### For the Six Months Ended February 29, 2016

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

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#### 1. Nature and continuance of operations

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 under the symbol "HC" and on the Frankfurt Exchange under symbol FSE: OHC.

##### **Description of Business**

Following a change of business at the end of the 2014 fiscal year, the Company shifted its focus to the medical marijuana industry. By way of reverse takeover, the Company acquired a wholly owned subsidiary company that had submitted an application with Health Canada in November 2013 for a license under the *Marihuana for Medical Purposes Regulations* ("MMPR"). The Company's principal activity was initially to secure that license in order to ultimately have the right and license to provide services to producers of medical marijuana (see Note 2). However, the application stalled due to a backlog of the unprecedented number of MMPR license applications received by Health Canada, processing delays and regulatory uncertainties. Consequently, the Company has broadened its business focus and commenced investigation into alternative avenues of entry into the medical and retail marijuana industry. The Company is focusing on potential strategic alliances with a view to negotiating a joint venture, acquisition or merger with an existing Licensed Producer or an entity offering products or services in the marijuana sector that does not require a MMPR license for its activities.

The Company continues to actively seek alternative marijuana-related business opportunities, while also concurrently assessing business opportunities outside of the marijuana sector with a view to enhancing shareholder value. Any fundamental change in the business activities of the Company will require appropriate filings and pre-approval of the Canadian Securities Exchange.

##### **Share Consolidation**

On September 16, 2015, in order to provide more flexibility in raising funds, the Company consolidated its shares on the basis of one new share for every ten old shares. All references to number of shares and per share amounts herein are expressed as *post-consolidation* values.

##### **Going Concern**

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 \$6,371,909. 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 February 29, 2016, 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.

## High Hampton Holdings Corp.

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### Notes to the Condensed Interim Consolidated Financial Statements

#### For the Six Months Ended February 29, 2016

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## 2. 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 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 Amended and Restated Audited Consolidated Financial Statements of the Company for the year ended August 31, 2015.

## 3. Significant accounting policies and basis of preparation

### *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 include the accounts of the Company and its wholly-owned subsidiaries. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All material intercompany transactions and balances have been eliminated on consolidation.

The legal subsidiaries of the Company as of February 29, 2016 are as follows:

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

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### *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 those estimates and judgments. 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.



## High Hampton Holdings Corp.

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### Notes to the Condensed Interim Consolidated Financial Statements

#### For the Six Months Ended February 29, 2016

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

Areas requiring a significant degree of estimation and judgment by the Company's management relate to but are not limited to:

- the assessment of the Company's ability to continue as a going concern;
- whether there are events or conditions that may give rise to a different basis of accounting;
- whether the Company constitutes a business at any point in time thus supporting its acquisition as a business combination;
- the carrying value and recoverable amount of intangible assets and the fair value measurements for financial instruments;
- the recognition and valuation of qualifying expenditures for refundable and non-refundable tax credits and the timing of receipt of refundable tax credits;
- the recoverability and measurement of deferred tax assets and liabilities;
- whether an indication of impairment loss or a reversal of an impairment loss exists;
- the collectability of accounts receivable;
- the fair value estimation of share-based payments and awards and
- whether the Company has sufficient financing to operate as a going concern.

### 4. Loan receivable

A total of \$64,800 remains due and owing to the Company pursuant to an unsecured loan advanced for a twelve month term to an arm's length party in July and September 2014. Loan proceeds are convertible at the Company's option into equity of the arm's-length party at rate of 2.875%, and interest is payable on the unpaid principle at 6% per annum. Although Management considered the loan for impairment, it was ultimately determined that the loan remains collectible.

### 5. Equipment

	<b>Computer Equipment</b>
<b>Cost:</b>	
Balance at August 31, 2015	\$ 3,184
Additions	-
<b>Balance at February 29, 2016</b>	<b>3,184</b>
<b>Accumulated Depreciation:</b>	
Balance at August 31, 2015	1,889
Charge for the period	194
<b>Balance at February 29, 2016</b>	<b>2,083</b>
<b>Net Book Value:</b>	
<b>Balance at February 29, 2016</b>	<b>\$ 1,101</b>

### 6. Share capital

#### *Authorized share capital*

The authorized capital of the Company consists of an unlimited number of common shares without par value.

#### *Issued share capital*

As at February 29, 2016 there were 3,033,420 fully paid common shares issued and outstanding.

## **High Hampton Holdings Corp.**

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### **Notes to the Condensed Interim Consolidated Financial Statements**

#### **For the Six Months Ended February 29, 2016**

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

##### ***Share issuances***

During the six months ended February 29, 2016, the Company settled accounts payable and accrued liabilities of \$150,000 through the issuance of 3,000,000 common shares of the Company. There were no other share issuances during the period.

##### ***Share Surrender and Cancellation***

On February 17, 2015, 2,190,000 common shares, which formed part of the 2,875,000 common shares issued by the Company on August 29, 2014 as consideration for the acquisition of its subsidiary The Herbal Clone Bank Inc., 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.

##### ***Shares held in escrow***

There are no shares held in escrow.

##### ***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. The Company's stock option plan provides for immediate vesting or vesting at the discretion of the Board of Directors 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.

There were no stock options outstanding as at August 31, 2015; and no stock options were granted during the six months ended February 29, 2016.

##### ***Share purchase warrants***

There were no warrants outstanding as at August 31, 2015; and no share purchase warrants were granted during the six months ended February 29, 2016.

#### **7. Loan Payable**

As at February 29, 2016, the sum of \$18,367 is due on a February 2013 loan advanced to an arm's length party by the Company's subsidiary, Advanced Greenhouse Technologies Ltd. The outstanding balance remains unpaid as the Company has disputed that there are any further monies owing.

#### **8. Related party transactions**

During the six months ending February 29, 2016, the directors and officers of the Company incurred management and consulting fees totaling \$105,000 (2015: \$181,185), of which \$15,000 is owing to the Company's CFO and \$45,000 is owing to each of the remaining directors of the Company. These fees are included in due to related parties together with management fees totaling \$35,249 payable to former directors. All of these amounts are unsecured, non-interest bearing, have no fixed terms of repayment and are due on demand.

## High Hampton Holdings Corp.

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### Notes to the Condensed Interim Consolidated Financial Statements

#### For the Six Months Ended February 29, 2016

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## 9. 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. While the Company attempts to achieve this by maintaining sufficient cash and banking facilities, as an early stage company with minimal 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.

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 has no forward exchange rate contracts or commodity price contracts in place.

### ***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 February 29, 2016, the Company did not have any significant interest rate risk. The Company has no interest rate swap or financial contracts in place.

## High Hampton Holdings Corp.

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### Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 29, 2016

(Unaudited – Prepared by Management)

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#### 9. 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 six months ended February 29, 2016. 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 February 29, 2016:

	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ -	\$ -	\$ -
Trade payables and accrued liabilities	\$ 124,089	\$ -	\$ -

##### *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. These levels of 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.

#### 10. Segmented information

##### *Operating segments*

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

##### *Geographic segments*

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