GLOBAL HEALTH CLINICS LTD.
(FORMERLY LEO RESOURCES INC.)

MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED JULY 31, 2018

(Prepared by Management and dated on November 29, 2018)

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MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A") AS OF JULY 31, 2018 TO ACCOMPANY THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF GLOBAL HEALTH CLINICS LTD. (FORMERLY LEO RESOURCES INC.) (THE "COMPANY") FOR THE YEAR ENDED JULY 31, 2018.

This MD&A is dated November 29, 2018.

The following MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended July 31, 2018, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and the notes thereto. All financial amounts are stated in Canadian currency unless stated otherwise.

This MD&A contains certain forward-looking statements based on the best beliefs, and reasonable assumptions of the management of the Company. There are many risks and uncertainties attached to the mineral exploration business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. (See "Risks and Uncertainties" in this MD&A for more information).

DESCRIPTION OF THE BUSINESS

Overview

Global Health Clinics Ltd. (formerly Leo Resources Inc.) (the "Company") was formed on March 18, 2013 and was engaged in the business of acquisition and exploration of mining properties in Canada. The Company's common shares trade on the Canadian Securities Exchange ("CSE"). On August 27, 2018, the Company change its name from Leo Resources Inc. to Global Health Clinics Ltd. The Company expects to commence trading on the Canadian Securities Exchange on August 29, 2018, under the symbol "MJRX". The head office of the Company is located at 1199 West Hasting Streets, Suite 800, Vancouver, BC, Canada.

On May 29, 2017, the Company completed a definitive agreement with Green Life Clinics Inc. ("GLC"). Pending approval with the CSE, the Company plans on entering the cannabis industry. Subsequent to the year ended July 31, 2018, the Company completed the acquisition of GLC.

Corporate History

The Company was previously a subsidiary of Zara Resources Inc. ("Zara"). On March 20, 2013, Zara announced a proposal to spin-off to its shareholders 100% of the Company. On March 20, 2013, the Company entered into an agreement with Zara to acquire 100% of the Riverbank claims ("Riverbank") for $358,000 to be satisfied by the issuance of 549,500 post consolidation common shares of the Company. In addition, Zara also subscribed for 100,000 Non-Voting Series A Preferred Shares for the sum of $100,000 cash. Riverbank is also subject to a pre-existing 2% NSR. The spin-off was transacted by way of a statutory plan of arrangement (the "Leo Plan") under the Business Corporations Act (British Columbia). Upon completion of the Leo Plan, the Company owned 100% of Riverbank. Pursuant to the terms of the Leo Plan, Zara distributed 549,500 post consolidation common shares of the Company. On August 2, 2013, the spinoff received all necessary court approvals and the plan of arrangement was subsequently completed. The Company listed on the CSE on August 16, 2013. On May 21, 2014, the Company completed a 1 for 5 consolidation of its common shares.

On August 1, 2014, the Company dual listed its common shares on the Frankfurt Exchange and on XETRA. These listings were discontinued in February 2016.

Prior to January 31, 2016, the Company was 19.96% owned by GreenBank Capital Inc. ("GreenBank") and 16.76% owned by Winston Resources Inc. ("Winston"), both Canadian public companies. GreenBank and Winston declared share dividends on January 29, 2016 to distribute all of their shareholding interest to their shareholders. GreenBank and Winston no longer have any shareholder interest in the Company.

On May 3, 2017, the Company consolidated its issued and outstanding share capital on the basis of one post-consolidation share for each five pre-consolidation common shares.

On May 29, 2017, the Company completed a definitive agreement with GLC. Pending approval with the CSE, the Company plans on entering the cannabis industry. Subsequent to the period, the Company completed the acquisition of GLC.

On September 24, 2018, the Company expanded its wide Canada wide operations to Halifax with the opening of a new care clinic.

Acquisition of Green Life Clinics Inc.

On May 8, 2017, the Company entered into an amalgamation agreement under which it will acquire GLC by way of a three-corner amalgamation pursuant to which GLC will amalgamate with 1125076 B.C. Ltd., a wholly-owned subsidiary of the Company, and the shareholders of GLC will receive one common share of the Company for each GLC share held, resulting in the aggregate issuance of 25,000,000 of the Company's shares. Holders of the Class B shares in the capital of GLC will also receive a cash payment of $0.125 per share for aggregate consideration of $2,000,000.

Pursuant to the agreement, on July 6, 2017, the Company advanced $3,225,000 to GLC. This payment is to be utilized by GLC to repay shareholder loans incurred in relation to the GLC's acquisition of Medicinal Cannabis Resources Inc. ("MCRCI") and to be incurred to complete the acquisition of Patient Access Pavilions Ltd. ("PAP"). This payment was financed by the proceeds raised from the Company's non-brokered financing. Further, the Company advanced $35,000 to MCRCI for working capital. According to the agreement, there are no terms for re-payments of these amounts and they will be written off as a loss if the amalgamation is not completed. Additionally, the Company paid in total $1,641,517 consulting fees on behalf of GLC and MCRCI.

The amalgamation is subject to a number of conditions precedent, including, among other things, receipt of all applicable approval from CSE. Unless all of such conditions are satisfied or waived, to the extent they are capable of waiver, the amalgamation will not proceed. There is no assurance that the conditions will be satisfied or waived on a timely basis or at all.

On July 3, 2018, the Company entered into an amendment agreement pursuant to which the Company will acquire all of the issued and outstanding securities of GLC.

Pursuant to the amendment agreement, GLC has completed certain capital adjustments to its existing share structure, resulting in the reduction of the number of shares currently issued and outstanding to 18.6 million shares, of which there are four million Class A shares outstanding, 9.6 million Class B shares outstanding and, following the acquisition of PAP, as discussed below, five million Class C shares outstanding. The Class B

shareholders have also contributed $2-million in cash to GLC, with the result that GLC, following the acquisition of PAP, has an approximate working capital of $2.2-million, which will be acquired by the company in addition to its existing working capital.

The Company will complete a three-corner amalgamation with GLC and a wholly-owned subsidiary of the Company. Under the amalgamation, the shareholders of GLC will receive one common share of the Company for each GLC share held, resulting in the aggregate issuance of 18.6 million of the Company's common shares. Under the amendment agreement, the holders of the Class B shares in the capital of GLC will no longer receive any cash consideration in the amalgamation. The Company previously paid to GLC $3,225,000 in cash, which funds were used by GLC to repay shareholder loans incurred in relation the GLC's acquisition of MCRCI and to complete the acquisition of PAP.

The Company advised that GLC, as noted above, completed the acquisition of PAP, paying the remainder $1.0-million cash due (for aggregate cash consideration of $2.0-million) and issuing 5-million Class C shares, which shares will on the amalgamation be exchanged for common shares of the Company on the basis of one common share of the Company for each Class C share held.

Subsequent to the year ended July 31, 2018, the Company completed the acquisition of GLC.

Management Changes

On February 8, 2017, Daniel Wettreich, a director and chief executive officer of the Company, has closed the previously announced sale of the majority of his shareholdings in the Company.

The shares were acquired by Anthony Jackson and a number of independent investors from Sammiri Capital Inc., a private company owned by Daniel Wettreich. A total amount of 667,433 common shares representing 64% of the issued and outstanding share capital of the Company were sold for a payment of $210,000 at a deemed price of $0.3145 per share. Daniel Wettreich has also sold 500,000 warrants at a price of $0.25 to the purchasers for $25,000. Further, the purchasers have entered into a loan agreement with the Company in the amount of $40,000, which will be used to repay the outstanding payables and indebtedness of the Company.

The Company has appointed Mr. Jackson a director and CEO, Konstantin Lichtenwald a director, and Ken Tollstam a director. Daniel Wettreich has retired as a director and CEO, Mark Wettreich has retired as a director and corporate secretary, and Peter Wanner, Paul Cullingham and David Lonsdale have retired as directors.

On April 14, 2017, the Company appointed Sam Chaudry to the board of the Company. Mr. Chaudry replaced Anthony Jackson, who has resigned as both chief executive officer and as a board member of the Company.

On August 27, 2018, following the completion of the acquisition of GLC, Usama Chaudhry resigned as president and chief executive officer of the Company and as director, and each of Konstantin Lichtenwald and Ken Tollstam resigned as a director.

Terry Roycroft, president and a founder of MCRCI, has been appointed as the Company's president and chief executive officer, and Anthony Jackson has been appointed as the Company's chairman. Adrian Makuch has been appointed as corporate secretary. Mr. Lichtenwald resigned and was replaced by Anthony Jackson as the Company's chief financial officer on October 2018.

The Company's board of directors has been reconstituted and now comprises: Mr. Roycroft, Mr. Jackson, David Schmidt, Sarah Donald, Stanley Iu, Stephanie Liu and Suzette Ramcharan.

MINERAL PROPERTIES

Riverbank Nickel-Copper Project

Until June 19, 2015, the Riverbank Property consists of 7 unpatented mining claims located in the Kasabonika-McFauld's Greenstone Belt, part of the Sachigo sub-province of the Precambrian Shield area of Northwestern Ontario, approximately 540 km north-north east of Thunder Bay, Ontario and 350 km north of Geraldton, Ontario. On June 19, 2015 6 of the 7 claims were allowed to lapse and the Property now consists of one claim.

The project area is located along the western margin of the James Bay Lowlands within the Tundra Transition Zone consisting primarily of string bog and muskeg whereby the water table is very near the surface. Average elevation is approximately 170 m above mean sea level. The property area is predominantly flat muskeg with poor drainage due to the lack of relief. Glacial features are abundant in the area and consist of till deposits, eskers, and drumlins, all of which are typically overlain by marine clays from the Hudson Bay transgression. The Riverbank Property is believed to be underlain in part by mafic to ultramafic rocks that potentially could host nickel and copper mineralization. Prior to the acquisition of the Company's interest in the property the previous owners completed an airborne VTEM survey and associated aeromagnetic survey by Geotech. This was followed by one diamond drill hole in 2011 totaling 216 m. A number of conductive trends are present on the Riverbank Property. The work to date indicates that the Property is underlain by rocks that include ultramafic bodies. The geophysics done to date indicates that the target model of mafic-ultramafic associated nickel bearing magmatic sulphides is valid. Exploration over the Property to date has consisted primarily of geophysics followed by limited diamond drilling.

During the year ended July 31, 2017, the Riverbank Property with carrying value of $44,795 was written off and the amount was recorded in the statement of profit or loss and other comprehensive loss for the year.

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern under IFRS. The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations.

The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

As at July 31, 2018, the Company has yet to generate revenues from operations and had a deficit of $5,877,431 (2017 - $2,733,493). The Company is actively seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available

information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

RESULTS OF OPERATIONS

The Company is in the development stage and therefore did not have revenues from operations.

For the three months ended July 31, 2018, the Company incurred a net loss and comprehensive loss of $1,659,084 (2017 - $1,421,606); $0.054 (2017 - $0.282) loss per share. This loss is mainly comprised of bank charges of $2,701 (2017 - $2,635), consulting fees of $445,756 (2017 - $335,025), filing and listing fees of $4,048 (2017 - $Nil), transfer agent fees of $4,872 (2017 - $1,660), legal and professional fees recovery of $55,096 (2017 - expense of $43,930), management and director fees of $14,033 (2017 - $211,667), marketing fees of $3,060 (2017 - $681,085), shareholder information of $1,517 (2017 - $Nil), stock-based compensation of $1,154,630 (2017 - $Nil) and office and general expenses of $23,944 (2017 - $100,809). The increase in loss were due to a higher bank charges, consulting fees, filing and listing fees, shareholder information, stock-based compensation and transfer agent fees incurred during the three months ended July 31, 2018.

For the year ended July 31, 2018, the Company incurred a net loss and comprehensive loss of $3,143,938 (2017 - $2,142,496); $0.12 (2017 - $0.425) loss per share. This loss is mainly comprised of bank charges of $9,608 (2017 - $3,179), consulting fees of $1,583,913 (2017 - $1,025,887), filing and listing fees of $33,382 (2017 - $13,100), transfer agent fees of $18,771 (2017 - $4,235), legal and professional fees of $49,983 (2017 - $55,258), management and director fees of $44,033 (2017 - $211,667), marketing fees of $3,060 (2017 - $681,085), shareholder information of $1,517 (2017 - $351), stock-based compensation of $1,154,630 (2017 - $Nil) and office and general expenses of $185,422 (2017 - $102,939). The increase in loss were due to a higher bank charges, consulting fees, filing and listing fees, shareholder information, office and general expenses, transfer agent fees and stock-based compensation during the year ended July 31, 2018.

For the year ended July 31, 2018, the net cash used in operating activities was $927,745 (2017 - $3,020,375), net cash used in investing activities was $1,137,926 (2017 - $4,236,250), net cash provided by financing activities was $7,000 (2017 - $11,898,725) and net change in cash was a decrease of $2,058,671 (2017 - increase of $4,642,100).

Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the audited Consolidated Financial Statements and Notes of the Company for the applicable period:

Summary of Results	**Year ended July 31, 2018**	**Year ended July 31, 2017**	**Year ended July 31, 2016**
Net Loss	**$ 3,143,938**	$ 2,142,496	$ 31,918
Exploration and Evaluation Assets	**$ Nil**	$ Nil	$ 44,795
Current Assets	**$ 2,665,177**	$ 5,886,247	$ 2,211
Total Assets	**$ 8,089,353**	$ 10,172,497	$ 47,006
Total Liabilities	**$ 299,856**	$ 400,692	$ 28,702
Shareholders' Equity	**$ 7,789,497**	$ 9,771,805	$ 18,304

Summary of Quarterly Results

The table below provides selected financial information that should be read in conjunction with the audited/unaudited financial statements of the Company for the applicable period:

Quarter ended	**Jul. 31, 2018**	**Apr. 30, 2018**	**Jan. 31, 2018**	**Oct. 31, 2017**
	$	**$**	**$**	**$**
Net Loss	1,659,084	453,619	501,329	529,906
Exploration and Evaluation Assets	Nil	Nil	Nil	Nil
Current Assets	2,665,177	3,138,678	3,873,570	4,536,331
Total Assets	8,089,353	8,365,418	8,825,087	9,323,205
Total Liabilities	299,856	71,467	77,517	74,306
Total Shareholders' Equity	7,789,497	8,293,951	8,747,570	9,248,899
Quarter ended	**Jul. 31, 2017**	**Apr. 30, 2017**	**Jan. 31, 2017**	**Oct. 31, 2016**
	$	**$**	**$**	**$**
Net Loss	1,421,606	669,520	44,867	6,503
Exploration and Evaluation Assets	Nil	44,795	44,795	44,795
Current Assets	5,886,247	912,829	2,616	754
Total Assets	10,172,497	957,624	47,411	45,549
Total Liabilities	400,692	60,210	80,477	33,748
Total Shareholders' Equity (Deficit)	9,771,805	897,414	(33,066)	11,801

Liquidity and Solvency

The Company will need access to equity capital to pursue its business plan and there is no guarantee that equity may be available, and if available it may not be on terms that Management finds is in the interest of the Company.

The following table summarizes the Company's cash on hand, working capital and cash flow.

As at	**July 31, 2018**
	$
Cash	2,582,656
Working Capital	2,365,321
Cash Used in Operating Activities	927,745
Cash Used in Investing Activities	1,137,926
Cash Provided by Financing Activity	7,000
Decrease in Cash	2,058,671

The Company is dependent on the sale of newly issued shares to finance its business plans and operations. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

Capital Resources

The Company has no operations that generate cash flow and its long term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital assets as at July 31, 2018 is cash.

Share Capital

The following is a summary of the Company's outstanding share, warrant and stock options data as of November 29, 2018.

Common Shares

The authorized capital of the issuer consists of an unlimited number of common shares without par value of which 30,838,916 are outstanding. Holders of the issuer’s common shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate rate-ably in any distribution of property or assets upon the liquidation, winding up or dissolution of the Issuer.

On May 3, 2017, the Company consolidated its issued and outstanding share capital on the basis of one post-consolidation share for each five pre-consolidation common shares. No fractional shares will be issued. Any fraction of a share will be rounded down to the nearest whole number. All references to share capital,

stock options and share purchase warrants presented in these consolidated financial statements and notes are on a post-consolidation basis.

On March 11, 2017, the Company closed a non-brokered private placement of 2,400,000 units for gross proceeds of $600,000 at a price of $0.25 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each whole warrant is convertible into one common share at a price of $0.325 per share and is exercisable for a period of two years from date of issuance. Using the relative fair value method, the fair value of warrants was determined to $188,568 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 2 years, average risk-free interest rate – 0.84%, expected dividend yield – 0%, and average expected stock price volatility – 201%.

On April 27, 2017, the Company closed a non-brokered private placement of 2,000,000 units for gross proceeds of $1,000,000 at a price of $0.50 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each whole warrant is convertible into one common share at a price of $0.60 per share and is exercisable for a period of one year. Using the relative fair value method, the fair value of warrants was determined to $284,858 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 1 year, average risk-free interest rate – 0.72%, expected dividend yield – 0%, and average expected stock price volatility – 254%.

On June 21, 2017, the Company closed the first tranche of a non-brokered private placement for 21,266,900 units for gross proceeds $10,633,450 at a price of $0.50 per unit. Each unit consists of one common share and one-half of one common share purchase warrant. Each full warrant entitles the holder to purchase an additional common share at the price of $0.85 per share for a period of 12 months. In the event that Company's share prices closes at a price of $1.40 per share for a period of 10 consecutive trading dates, the Company will have the option to provide notice to the warrant holders in writing or through press release to accelerate the term of the warrants to a period of 30 days following such notice. Using the relative fair value method, the fair value of warrants was determined to $3,166,071 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 1 year, average risk-free interest rate – 1.27%, expected dividend yield – 0%, and average expected stock price volatility – 264%.

In connection with the private placement, the Company paid finders' fees of $555,848 and 443,695 common share purchase warrants entitling the finder to purchase one additional common share of the Company, having the same terms as the warrants issued in the financing. The fair value of warrants was determined to $470,302 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 1 year, average risk-free interest rate – 1.27%, expected dividend yield – 0%, and average expected stock price volatility – 264%.

On July 24, 2017, the Company closed the final tranche of the non-brokered private placement for 3,397,600 units for gross proceeds $1,698,800 at a price of $0.50 per unit. In connection with the first initial tranche, the Company has raised in total gross proceeds of $12,332,250, equivalent to 24,664,500 units, for this financing. Using the relative fair value method, the fair value of warrants was determined to $501,615 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 1 year, average risk-free interest rate – 1.26%, expected dividend yield – 0%, and average expected stock price volatility – 265%. Each unit consists of one common share and one-half of one common share purchase warrant. Each full warrant will entitle the holder to purchase an additional common share at the price of $0.85 per share for a period of 12 months from the closing of the transaction. In the event that the Company's share prices closes at a price of $1.40 per share for a period of 10 consecutive trading dates, the Company will have the

option to provide notice to the warrant holders in writing or through press release to accelerate the term of the warrants to a period of 30 days following such notice.

In connection with the private placement, the Company paid finders' fees of $10,990 and 25,032 common share purchase warrants entitling the finder to purchase one additional common share of the Company, having the same terms as the warrants issued in the financing. The fair value of warrants was determined to $22,864 by the Black Scholes Option Pricing Model using the following assumptions: expected life – 1 year, average risk-free interest rate – 1.26%, expected dividend yield – 0%, and average expected stock price volatility – 265%.

During the year ended July 31, 2017, the Company paid finders' fees of $1,660,540 to various parties for consulting services that are part of the Company's development and implementation of a cohesive broad awareness strategy.

Preferred Shares

The authorized capital of the issuer consists of an unlimited number of preferred shares without par value, of which 20,000 are issued or outstanding as of November 29, 2018. The preferred shares rank in priority to the common shares upon the liquidation, winding up or other dissolution of the Issuer. The preferred shares were issued in August 2013, as part of the plan of arrangement with Zara Resources Inc.

Stock Options

Options to purchase common shares in the capital of the Company are granted by the Company's Board of Directors to eligible persons pursuant to the Company's 2016 Stock Option Incentive Plan. During the year ended July 31, 2017, the Company cancelled all its outstanding options.

During the year ended July 31, 2018, the Company granted to commit 2,000,000 stock options to a consultant at an exercise price of $1.09 per common share for a period of two year ending on April 30, 2020. The stock options vested immediately. The fair value of the stock options granted was determined to be $1,154,630 using the Black-Scholes Pricing Model with the following assumptions: risk free interest rate 1.92%; expected life of 2 years; expected volatility of 100% and dividend yield of nil.

At November 29, 2018, the Company has 2,000,000 options outstanding.

Warrants

The Company had 500,000 warrants granted to Daniel Wettreich, a former director, pursuant to a private placement on May 23, 2014 at an exercise price of $0.25 per share. These warrants were exercised during the year ended July 31, 2017.

On March 11, 2017, the Company issued 2,400,000 share purchase warrants at an exercise price of $0.325 per share and is exercisable for a period of two years from date of issuance. 225,000 of these warrants were exercised during the year ended July 31, 2017.

On April 27, 2017, the Company issued 2,000,000 share purchase warrants at an exercise price of $0.60 per share which expired on October 27, 2018.

On June 21, 2017, the Company issued 11,077,145 share purchase warrants at an exercise price of $0.85 per share which expires on December 21, 2018.

On July 24, 2017, the Company issued 1,723,832 share purchase warrants at an exercise price of $0.85 per share which expires on January 24, 2019.

The Company has 468,727 brokers' warrants outstanding.

Outlook and Capital Requirements

There is no guarantee that market conditions will be conducive to raising additional equity capital. Depending on future events, the rate of Company expenditures and general and administrative costs could increase or decrease.

Related Party Transactions

The loan receivable at July 31, 2018 of $50,000 (2017 - ($50,000)) is due from a director of the Company. This amount is unsecured, non-interest bearing and due on demand.

During the year ended July 31, 2018, the Company incurred transfer agent fees of $Nil (2017 - $876) to Reliable Stock Transfer Inc., ("Reliable") a company owned by a former director for the provision of share transfer services.

During the year ended July 31, 2018, the Company incurred fees of $Nil (2017 - $414,076) as consulting fees to directors, officers and companies controlled by directors and officers of the Company.

During the year ended July 31, 2018, the Company incurred consulting fees of $Nil (2017 - $257,143) to Ken Tollstam, a former director of the Company, and management fees of $10,700 (2017 - $105,000) to Usama Chaudhry, a former director of the Company, management fees of $Nil (2017 - $100,000), accounting fees of $11,500 (2017 - $22,990) and consulting fees of $3,750 (2017 - $Nil) to Lichtenwald Professional Corp. which is owned by a former director of the Company.

At July 31, 2018, the Company has a balance of $7,635 (2017- $Nil) owing to directors and the amounts are included in amounts payable and other liabilities. As at July 31, 2018, the company has a balance of $3,406 (2017 - $3,406) owing to GreenBank Capital Inc., a company with a former director. The amount is unsecured, non-interest bearing and due on demand and has been included in the amounts payable and other liabilities.

Key Management Remuneration

During the year ended July 31, 2018, the Company paid management fees of $33,333 (2017 - $6,667) to Suzette Ramcharan, a director of the Company, regarding the amalgamation agreement with GLC.

Contractual Obligations

There are no contractual obligations, aside from those disclosed in this MD&A that will materially affect the performance of the Company.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgments or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available. These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant:

Significant Estimates and Judgments

The preparation of these financial statements in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses.

Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income/loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments in applying accounting policies

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going concern risk assessment

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation assets when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the financial statements.

Share-based compensation

The Company records all share-based compensation using the fair value method. The Company uses the Black-Scholes Option Pricing Model to determine the fair value of share-based compensation. This estimate also requires determining the most appropriate inputs to the valuation model. The main factor affecting the estimates of the fair value of stock options is the stock price, expected volatility used and the expected duration of the instrument. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

Valuation of receivables and payables

The amounts due to/from parent company and company under common control have no stated terms of repayment or interest rate attached to it. Management must make judgments about the valuation and recoverability of receivables. Events and circumstances arising during the year, or that are foreseeable at year-end, are reflected in the valuation of these receivables in the statement of financial position and reflect management's best estimate of the fair value of these financial instruments.

Related Party Transactions and Disclosures

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Income Taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.
Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date of the consolidated statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the consolidated statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the consolidated statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Impairment of Non-Financial Assets
At each date of the consolidated statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication of impairment in value. If any such indication exists, the recoverable amount of the asset (or CGU) is estimated in order to determine the extent, if any, of the impairment loss.

If the recoverable amount of an asset is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount with a corresponding impairment loss recognized in the consolidated statement of comprehensive income in the period of impairment.

If an impairment loss reverses in a subsequent period then the carrying amount of the asset is increased to its revised value to the extent that the increased carrying amount does not exceed its original carrying amount.

Equity Settled Transactions
The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted. Stock-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve.
The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled and vested, ending on the date on which the relevant employees become fully entitled to the award ("the vesting period or date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share-based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to contributed surplus.

Functional Currency
The Company's presentation and functional currency is the Canadian dollar.

Share Capital
Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares.

Financial Instruments
Fair value through profit or loss (FVTPL)
Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the consolidated statement of loss and comprehensive loss.

Available-for-sale financial assets
Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive loss. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the consolidated statement of loss and comprehensive loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statement of loss and comprehensive loss. The losses arising from impairment are recognized in the consolidated statement of loss and comprehensive loss.

Other financial liabilities

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is considered Level 1 in the hierarchy.

Impairment of Financial Assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

Loss Per Share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

Future Accounting Policies

At the date of authorization of these financial statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

IFRS 9 - Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. This standard also requires an expected loss impairment method to be used, replacing the incurred loss model.

In October 2010, the IASB added requirements for financial liabilities to IFRS 9. These requirements were largely carried forward from the existing requirements in IAS 39, however, fair value changes due to credit risk for liabilities designated at fair value through profit and loss are to be recorded in other comprehensive income.

In November 2013, the IASB amended IFRS 9 to include a new general hedge accounting model.

In July 2014, the IASB issued the final version IFRS 9 that supersedes the requirements of earlier versions of the standard. The new standard will replace both IAS 39 and IFRIC 9 - Reassessment of Embedded Derivatives. The standard will retain the classification and measurements requirements and new hedge accounting model introduced by the previous versions while introducing a single forward-looking expected credit loss impairment model. The final version of this new standard is effective for annual periods beginning on or after January 1, 2018. The Company is still in the process of assessing the impact of this pronouncement.

Various other accounting pronouncements (such as IFRS 15, IFRS 16, and the various annual improvements) that have no material impact to the Company are not included above. The Company has not early adopted these standards.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial Risks
The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit Risk
Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company's assets most susceptible to credit risk is its cash, which is held at a Canadian chartered bank in a non-interest bearing account, and government GST recoverable, which is due from the Canadian government and due from related companies and related party. The credit risks related to cash and government GST receivable were low and the credit risks related to due from related companies and related party are high due to potential of non-payments.

Liquidity Risk
Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day, 180-day and 360-day lookout periods. As at July 31, 2018, the Company had $2,582,656 (2017 - $4,641,327) in cash.

The carrying values of the Company's financial instruments carried at amortized cost approximate fair values due to their short duration.

The Company has designated its cash at FVTPL. Due from related companies and related party are classified as loans and receivables whereby they are initially recognized at fair value and then subsequently carried at amortized cost. Accounts payables and accrued liabilities, due to related parties and due to related companies are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

The carrying values, which approximate fair values, of the Company's financial instruments are as follows:

As at		**July 31, 2018**		**July 31, 2017**
Financial Assets				
Fair value through profit or loss				
Cash	**$**	**2,582,656**	$	4,641,327
Loans and receivables				
Due from Green Life Clinics Inc.	**$**	**1,496,857**	$	976,250
Due from Medicinal Cannabis Resources Centre Inc.	**$**	**652,319**	$	35,000
Due from related party	**$**	**50,000**	$	50,000
Financial Liabilities				
Other financial liabilities				
Amounts payable and other liabilities	**$**	**299,856**	$	400,692

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operation and to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of management to sustain future development of the business.

The Company defines its capital as its shareholders' equity. As at July 31, 2018, the Company's capital resources amounted to a capital of $7,789,497 (2017 - $9,771,805).

The Company's capital management objectives, policies and processes have been directed towards the cannabis industry during the year ended July 31, 2018. The Company is not subject to any externally imposed capital requirement. There were no changes in the Company's approach to capital management during the year.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economic. The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral property contains mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves. There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits, and may fail to meet its exploration commitments. Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines. Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations. The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other companies involved in gold and precious metal or other natural resource exploration and development and consequently the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

Management's Responsibility for Financial Statements

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the audited consolidated financial statements.

Trends

Trends in the industry can materially affect how well any junior exploration company is performing. The price of precious metals has declined recently. Company management believes that prices will be higher over time.

Outlook

The outlook for precious metals continues to be positive and this is reflected in the Company's ongoing activity.

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans and our other future plans and objectives are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of share-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks.

Subsequent Events

On August 27, 2018, the Company completed the acquisition of GLC through the amalgamation of GLC. The Company completed a three-corner amalgamation with GLC and its wholly owned subsidiary 1125076 B.C. Ltd. Under the amalgamation, the shareholders of GLC received one common share of the Company for each GLC share held, resulting in the aggregate issuance of 18,600,000 of the Company's common shares. The Company previously paid to GLC $3,225,000 in cash. The entity resulting from the amalgamation is now a wholly owned subsidiary of the Company.

The Company changed its name from Leo Resources Inc. to Global Health Clinics Ltd. The Company commenced trading on the Canadian Securities Exchange under the symbol MJRX.

On October 27, 2018, 2,000,000 warrants with an exercise price of $0.60 per share expired unexercised.

The Company completed a letter of intent with Integrative Alternative Health Services ("IAHS") to purchase all the property and assets of IAHS for $15,000 cash and 80,000 common shares.

Other

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.GlobalHealthClinics.co and www.sedar.com.