This management's discussion and analysis of Worldwide Marijuana Inc. (the "Company") contains analysis of the Company's operational and financial results for the three and nine months ended July 31, 2015, and the period ended October 31, 2014. The following should be read in conjunction with the Company's consolidated financial statements for the three and nine months ended July 31, 2015, and the year ended October 31, 2014. All figures are in Canadian dollars unless otherwise stated.

DATE OF REPORT

September 25, 2015

JURISDICTION OF INCORPORATION AND CORPORATE NAME

The Company was incorporated under the B.C. Business Corporations Act on May 11, 2011, and is engaged in the acquisition, development and management of companies and assets in the medical marijuana sector with a view to ultimately having multiple subsidiaries that are Licensed Producers under the Marijuana for Medical Purposes Regulations ("MMPR") created by Health Canada in early 2014. The Company's head office is located at #700 – 1199 West Hastings Street, Vancouver, B.C. V6E 3T5.

HIGHLIGHTS

On March 23, 2015, the Company completed a share exchange agreement with Worldwide Cannabis Consortium Inc. ("Worldwide Cannabis") pursuant to which the Company has acquired all of the issued and outstanding shares of Worldwide Cannabis in exchange for an equal number of common shares of the Company (the "Acquisition"). Upon completion of the Acquisition, Worldwide Cannabis became a wholly-owned subsidiary of the Company, and Inexco Mining Corp. changed its name to Worldwide Marijuana Inc. The acquisition was accounted for as a reverse acquisition. Worldwide Cannabis was incorporated under the B.C. Business Corporations Act on August 25, 2014.

On September 19, 2014, the Company was assigned the rights to the property purchase agreement to purchase 17 acres of land and a building located in Trail, B.C at a price of $2,200,000. The Company paid a non-refundable deposit of $50,000 during the period ended October 31, 2014, and made further payments totaling $150,000 during the nine months ended July 31, 2015. The terms of the agreement are currently being renegotiated. Total deposits paid as at July 31, 2015 are $200,000.

On October 9, 2014, the Company signed a letter of intent to purchase all of the issued and outstanding shares of Medcann, a private company located in Chemainus, B.C., for a price of $2,000,000; and land and building on which Medcann operates for a price of $1,200,000. The total purchase price of $3,200,000 will be paid in cash of $2,200,000, and issuance of 2,222,222 common shares of the Company with a deemed value of $1,000,000. During the period ended October 31, 2014, the Company paid $20,000 to extend the date to complete the closing of the transaction from December 10, 2014 to January 31, 2015. During the nine months ended July 31, 2015, further payments of $180,000 were made pursuant to the agreement, and 2,222,222 shares were issued with a fair value of $555,556. Subsequent to July 31, 2015, the Company reached an agreement with the vendors to extend the closing until such time as adequate financing is raised. Total deposits paid as at July 31, 2015 are $755,556.

OUTLOOK

Health Canada reports that it has granted access to marijuana for medical purposes to Canadians who have had the support of their physicians since 2001. Once approved under the Marijuana Medical Access Regulations ("MMAR"), individuals were to choose one of three application options for obtaining a legal supply of dried marihuana: 1) they could access Health Canada's supply of dried marihuana; 2) they could apply for a personal-use production licence; or 3) they could designate someone to cultivate on their behalf with a designated-person production licence. In response to concerns from stakeholders that this system was open to abuse, and after extensive consultations, the Government of Canada introduced the new Marihuana for Medical Purposes Regulations ("MMPR") on June 19, 2013. In these regulations Health Canada would treat marihuana like any other narcotic used for medical purposes by creating conditions for a new commercial industry that would be responsible for its production and distribution. New licenses would be issued to applicants passing the parameters to produce and distribute medical marijuana as Licensed Producers.

Health Canada website reports that 25 Licensed Producers have been approved. There are 16 fully authorized producers who may sell or provide dried marijuana to eligible persons under the MMPR. There is also a second group of 9 Licensed Producers who are authorized to produce marijuana but are not authorized to sell to the public. Of these 25 LP's, Health Canada issued warning letters to 20 regarding prohibitions against advertising contrary to regulations including the MMPR, the FDA and the NCR. The advance of any other Licensed Producers being approved has been delayed due to a court challenge made by Allard v Regina in March 2014. The industry response has been frustration for the most part and the emergence of a twin track system under the MMAP. The old program survives as a result of ongoing litigation and uncertainty arising from court decisions. Health Canada is required to treat the existing Authorizations to Possess, Personal-Use Production Licences, and Designated-Person Production Licences as extending beyond the March 31, 2014 repeal date until a decision in the "Allard" case is rendered.

As per the Federal Court interim injunction, the following criteria must be met: 1) individuals must have held a valid Authorization to Possess under the MMAR on March 21, 2014; and 2) individuals must have held a valid Personal-Use Production Licence or Designated-Person Production Licence under the MMAR on, or after, September 30, 2013, where there is also an associated valid Authorization to Possess as of March 21, 2014. According to Health Canada's press release dated June 10, 2013, the number of individuals in Canada approved to use medical marijuana grew from 500 in 2001 to more than 30,000 as of June 10, 2013.

On its web site, Health Canada indicates that as of December 2012 there were 28,115 individuals licensed to possess and consume dried marijuana for medicinal purposes in Canada. Health Canada officials have been widely quoted as stating that Health Canada anticipates the number of Canadians authorized to consume medical marijuana could be as high as 450,000 by 2024.

When the MMPR fully replaces the existing MMAR, based on Health Canada reports, it is believed that there will be approximately 40,000 licensed users of medical marijuana whose only legal source of supply will be one of the Licensed Producers under the MMPR. Assuming these patients are not diverted to the black market, the loss of the ability to provide their own medicine may cause a disruption in the market caused by anticipation that a substantial increase in cost of medicine will occur, or given the low number of patients affected it may cause no disruption at all. In any event, management believes it will take several months before the market fully makes the transition. Under the new MMPR, clients will no longer be required to obtain a license to possess marijuana from Health Canada. Instead, clients must obtain a prescription from either their physician or nurse practitioner and provide their medical document to the Licensed Producer from which they chose to purchase marijuana. To change Licensed Producers, the client must obtain a new prescription and resubmit all documents to the new Licensed Producer. Management believes this process imposes a practical barrier to changing Licensed Producers and will help with client retention.

There are a number of existing producers of medical marijuana operating under the prior regulatory regime and many other new companies and individuals who have or will seek to obtain Licensed Producer status under the MMPR. Management believes that the stringent requirements of the MMPR may prove too onerous for some of those existing producers. However, management believes they possess the business plan and key industry veterans to be successful. As marijuana is largely perceived as a commodity product, there is initially little to differentiate supplier's products in terms of unique products, features or benefits. The Issuer intends to compete aggressively in terms of product quality, variety and price; and to excel in client service, media and investor relations to capture a solid position in the market.

BUSINESS OVERVIEW

The Company is engaged in acquiring interests in entities and assets involved in the medical marijuana sector. In addition to targeting companies or individuals which have made applications to Health Canada to become a licensed producer, the Company's strategy involves acquiring, developing and managing various companies and assets that are either Licensed Producers or that have applications pending to become a licensed producer. Management has travelled to various areas of Western Canada meeting potential parties and identified numerous candidates that fit the mission. However, because of the court challenges brought against Health Canada, there have not been any Licensed Producers issued thereby delaying acquisitions and operations.

The Company is currently focused on creating memoranda of understanding ("MOU's") and/or letters of intent ("LOI's") with these MMPR parties. The Company is also seeking financial resources from investors interested in participation and partial ownership of the cooperative ventures being created. The Company has not yet completed the first three planned acquisitions but has established excellent working relationships with all parties. Existing LOIs are pending funding or have not yet completed a due diligence period. To execute its business strategy, the Company has entered into the following agreements:

Monashee acquisition

The Company has entered into an LOI with Monashee Medicinal MJ Inc. ("Monashee"), a private company incorporated in British Columbia which has made an application to be approved as a Licensed Producer, pursuant to which the Company will acquire Monashee for a purchase price of $1,000,000. Should Monashee be successful in its application, the Company intends to satisfy this purchase price through the issuance of shares with a fair value of $1,000,000, and will enter into a multi-year employment contract with the vendor at $70,000 per year. Monashee has an option to purchase a parcel of land comprising approximately 17 acres for $350,000. Should the acquisition be completed, the Company will consider the Trail property as a location for Monashee to carry out operations.

Trail Property

The Trail Property that the Company is proposing to acquire pursuant to the Trail Property Purchase Agreement is situated at 9200 Industrial Road, Trail, British Columbia and is comprised of approximately 17 acres. The Trail Facility together with loading and parking area comprises approximately 5 acres. Of the remaining 12 acres approximately 4 acres could accommodate future development and the remaining approximately 8 acres has topographical issues and is generally considered not suitable for development.

The Trail Facility, completed in 2011, is a pre-engineered steel structure with insulated walls and siding with office and lab areas finished with drywall. The Trail Facility is comprised of the main building of approximately 40,500 square feet, the mezzanine area of approximately 4,500 square feet and an unfinished mezzanine area of about 1,500 square feet that could be utilized for office or mechanical space. There is expansion potential to add an additional building of 18,000 square feet and a further building of approximately 10,800 square feet.

Subject to regulatory approval, management believes that the Trail Facility represents an excellent potential building for medical marijuana growing operations as the building has the appropriate utilities including a sophisticated electrical system that could service a medical marijuana grow operation. The cost of the first phase development of the Trail Facility would be approximately $600,000.

Medcann acquisition

If Medcann receives its approval to become a Licensed Producer, WCC plans on building out the Medcann Property in compliance with the requirements of Health Canada in order for Medcann to carry on business as a Licensed Producer on the Medcann Property. Other than minor repairs required to repair the roof of the Medcann building the Medcann Property is usable to grow marijuana although WCC plans on expanding the lighting system and the water system in the future when funds are available. Production facilities will need to be built to be fully compliant with all relevant building and safety requirements. All electrical, plumbing, security, and related plant and equipment will need to be built to full commercial standards.

Oregon Joint Venture

During the three months ended July 31, 2015, the Company signed a letter of intent to form a joint venture in Oregon to expand operations in the medical marijuana sector, whereby the Company will hold a 75% interest in the operations of the joint venture. The Company is committed to an advance of $100,000 USD to this joint venture, of which $22,000 USD was paid as at July 31, 2015.

SUBSEQUENT EVENTS

No events occurred subsequent to July 31, 2015.

RESULTS OF OPERATIONS

The following financial data are derived from our condensed consolidated interim financial statements for three and nine months ended July 31, 2015. As the Company was incorporated on August 25, 2014, there are no comparative figures for the three and nine months ended July 31, 2014.

Financial Position – July 31, 2015 and October 31, 2014

	Notes		July 31, 2015		October 31, 2014
ASSETS					
Current assets					
Cash		$	**13,453**	$	53,437
GST receivable			**7,525**		-
Prepaid expense			**5,000**		5,000
			25,978		58,437
Deposits	7		**983,948**		70,000
		$	**1,009,926**	$	128,437
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)					
Current liabilities					
Accounts payable	8	$	**201,396**	$	155,390
			201,396		155,390
Shareholders' equity (deficiency)					
Share capital	9		**1,417,987**		72,000
Share subscriptions received			**-**		36,579
Contributed surplus	2		**2,877,095**		-
Deficit			**(3,486,552)**		(135,532)
Total shareholders' equity (deficiency)			**808,530**		(26,953)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		$	**1,009,926**	$	128,437

Current assets as at July 31, 2015 were $25,978 compared to $58,437 at October 31, 2014. Cash decreased due to the deposits made on acquisition and joint venture targets, offset by cash raised from issuance of shares. GST receivable increased as the Company was not yet registered for GST at October 31, 2014. Prepaid expense relates to a deposit for travel paid to management.

Deposits increased from $70,000 on October 31, 2014 to $983,948 on July 31, 2015 due to the issuance of shares for the Medcann acquisition, as well as deposits made on the Trail property and the Oregon joint venture.

Current liabilities as at July 31, 2015 increased by $46,006 over October 31, 2014 due to the attempts by management to preserve cash.

The Company recorded an increase in share capital between July 31, 2015 and October 31, 2014 in the amount of $1,345,987, which relates to the issuance of shares in conjunction with private placements as well as issuance of shares for the Medcann acquisition. Additional information on share issuances is contained under "*Liquidity and Capital Resources*".

Three and nine months ended July 31, 2015

	Notes	Three months ended July 31, 2015	Nine months ended July 31, 2015
Expenses			
Consulting and management fees	8	71,660	180,386
Investor relations		60,130	60,130
Office and miscellaneous		-	5,933
Professional fees	8	31,985	73,980
Regulatory and filing fees		3,359	-
Reverse takeover listing expense	6	-	3,030,591
Net loss, being comprehensive loss for the period		$ 167,134	$ 3,351,020

General and administrative expenses include consulting and management fees, investor relations, office and miscellaneous, and professional fees. Management seeks to minimize these expenditures where possible in light of the working capital deficit.

The reverse takeover listing expense relates to the excess of the fair value of the consideration in the reverse takeover acquisition transaction over the net liabilities acquired.

Summary of Quarterly Results

Summarized results for the four quarters from inception are as follows:

Quarters ended:	July 31, 2015	April 30, 2015	January 31, 2015	October 31, 2014
Revenues	$ -	$ -	$ -	$ -
Expenses	167,134	3,132,660	114,508	135,532
Other (income) and expenses	-	-	-	-
Comprehensive loss	167,134	3,132,660	114,508	135,532
Total current assets	25,978	49,922	413,009	58,437
Total assets	1,009,926	1,018,375	663,009	128,437
Total current liabilities	201,396	105,982	53,537	155,390
Total liabilities	201,396	105,982	53,537	155,390

SELECTED ANNUAL FINANCIAL INFORMATION

The financial data presented below for the current and comparative periods was prepared in accordance with IFRS. The functional and reporting currency of the parent and subsidiary has been determined to be Canadian dollars.

The selected period information and summary of financial results in this MD&A should be read in conjunction with our annual Consolidated Financial Statements for the year ended October 31, 2014.

Years Ended:	October 31, 2014
Revenues	$ -
Expenses	135,532
Other expenses	-
Comprehensive loss	135,532
Basic and diluted loss per share	(1.97)
Total current assets	58,437
Total assets	128,437
Total current liabilities	155,390
Total liabilities	155,390

LIQUIDITY AND CAPITAL RESOURCES

	July 31, 2015	October 31, 2014
Current assets	$ 25,978	$ 58,437
Deposits	983,948	70,000
Current liabilities	201,396	155,390
Long term liabilities		-
Shareholders' equity (deficiency)	808,530	(26,953)
Working capital deficiency	(175,418)	(96,953)

The Company currently relies upon equity financings to satisfy its capital requirements and will continue to depend heavily upon the capital markets to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on terms acceptable to the Company. The Company anticipates it will need additional capital in the future to finance ongoing acquisition, which will be derived from the exercise of stock options and/or private placements.

As at July 31, 2015, the Company had a cash balance of $25,978 and a working capital deficiency of $175,418 compared to working capital deficiency of $96,953 as at October 31, 2014. Individual working capital components are as follows:

		July 31, 2015		October 31, 2014
ASSETS				
Current assets				
Cash	$	**13,453**	$	53,437
GST receivable		**7,525**		-
Prepaid expenses		**5,000**		5,000
		25,978		58,437
Current liabilities				
Accounts payable	$	**201,396**	$	155,390
		201,396		155,390
Working Capital	$	**(175,418)**	$	(96,953)

Financing activities provided cash of $753,852 from the issuance of shares during the three and nine months ended July 31, 2015.

Operating activities used cash of $435,444 during three and nine months ended July 31, 2015, primarily due to the payment of accrued liabilities and fees.

Investing activities used cash of $358,392 during the three and nine months ended July 31, 2015 due to the payment of deposits on the Medcann acquisition, Trail property and the Oregon joint venture.

The Company's current general administrative cash expenditures are approximately $50,000 per month. The Company does not generate revenue from operations and is dependent upon its ability to raise equity capital through the issuance of shares to pay ongoing operating expenses and the costs associated with its acquisition activities. The Company expects this to continue for the foreseeable future.

USE OF PROCEEDS FROM FINANCING

Date of financing and planned use of proceeds	Actual use of proceeds
2014 financing: $72,000	Funds used for general working capital and acquisitions
2015 financing: $790,431	Funds used for general working capital and acquisitions

COMMITMENTS

As noted under highlights, the Company is committed under the terms of a letter of intent to purchase all of the issued and outstanding shares of Medcann, a private company located in Chemainus, B.C., for a price of $2,000,000; and land and building on which Medcann operates for a price of $1,200,000. $755,556 has been paid to date in a combination of cash and shares, leaving future committed payments of $2,444,444 in cash.

The Company's potential interest in the Trail property and the Oregon joint venture are currently in the negotiation stages.

The Company is committed to payments of $10,000 per month for the services of the president and chief executive officer, Robert Marsh.

Capital Stock

As at July 31, 2015 and the date of this report, the Company had 23,138,545 common shares issued and outstanding.

On August 25, 2014, the Company issued 1 common share upon incorporation for proceeds of $0.01.

On November 28, 2014, the Company issued 2,660,000 common shares at $0.005 per share, and 4,390,000 common shares at $0.02 per share for total gross proceeds of $101,100.

On October 15, 2014, the Company completed the first tranche of a non-brokered private placement financing and issued 288,000 common shares at $0.25 each for proceeds of $72,000. On November 19, 2014, the Company closed the second tranche of the private placement and issued 543,200 common shares at $0.25 per share for proceeds of $135,800. On February 3, 2015, the Company completed the third tranche of the private placement and issued 1,700,126 common shares at $0.25 per share for gross proceeds of $425,032. On March 16, 2015, the Company completed the fourth and final tranche of the private placement and issued 620,000 common shares at $0.25 for proceeds of $155,000. Finders' fees of $26,500 were paid in conjunction with this private placement. The completion of this private placement was made concurrently with the Acquisition noted under highlights. Upon successful completion of the acquisition, the Company issued 800,000 common shares as a success fee, valued at $0.25 per share for a total value of $200,000.

Stock Options

255,000 options were cancelled as at June 23, 2015 and a further 490,000 were cancelled as at July 8, 2015 due to the resignation of previous management. As at the date of this report, no options remain outstanding.

Warrants

The Company does not have any warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have material off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management includes the Company's directors and officers and their related companies. Compensation to key management for the three and nine months ended July 31, 2015 totalled $212,202 of management and legal fees.

At July 31, 2015 and October 31, 2104, the Company entered into the following related party transactions:

Individual	Relationship	Nature of Transactions		Fees incurred nine months ended July 31, 2015		Balance payable at July 31, 2015		Balance payable at October 31, 2014
Robert Marsh	Chief executive officer, director	Management fees	$	90,000	$	40,000	$	45,000
Gordon Fretwell	Corporate secretary	Legal fees		107,202		39,589		62,927
ISG Professional Services Inc.	Annie Storey, chief financial officer, is shareholder	Management services		15,000		10,500		-
			$	212,202	$	90,089	$	107,927

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. The balances referred to below are non-interest bearing, unsecured, receivable or payable on demand with no specific terms for repayment and have arisen from the provision of services and expense reimbursements or advances described.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim 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 and the revision affects both current and future periods.

Information about critical judgments and estimates in applying accounting policies that have most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

- Income taxes and recoverability of potential deferred tax assets; and
- Share based payments.

NEW ACCOUNTING STANDARDS

For information on the Company's accounting policies and new accounting pronouncements, please refer to our disclosure in our Consolidated Financial Statements for the year ended October 31, 2014.

CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition of medical marijuana projects. 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 is dependent on external financing to fund on-going activities. In order to carry out the planned acquisitions and pay for administrative costs, the Company will spend existing working capital and raise additional amounts as needed. The Company will continue to assess new projects and seek to acquire an interest in additional projects where sufficient economic potential are noted and if financial resources exist to do so.

Management reviews its capital management approach on an on-going 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 period. Neither the Company nor its subsidiary is subject to externally imposed capital requirements.

Details of the Company's financial instruments, management's assessment of their related risks and details of management of those risks are as follows:

Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, GST receivable, deposits, and accounts payable.

The Company maintains cash deposits with financial institutions, which, from time to time, may exceed federally insured limits. The Company has not experienced any losses and believes it is not exposed to any significant credit risk from cash.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The Company does not have any asset backed commercial paper.

Credit risk

The Company's main exposure to credit risk relates to its cash. Cash balances are held in Canadian and US chartered banks. The Company determined that is has limited exposure to credit risk related to receivables since these amounts are not material.

Liquidity risk

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at July 31, 2015, the Company had cash of $13,453 to settle current liabilities of $201,396 which fall due for payment within twelve months of the statement of financial position date. The Company's cash is invested in business accounts which are available on demand. Management has determined that the Company will require additional financing to meet its obligations during fiscal 2015, and is actively engaged in raising funds via a private placement.

Market risk

The market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rate fluctuations. This is not a significant risk to the Company.

Foreign exchange risk

The Company's exposure to fluctuations in foreign exchange rates is limited.

OTHER RISK FACTORS

The Company is engaged in the acquisition of Licensed Producers of medical marijuana. This is a new industry which is highly regulated, and is in a market which is very competitive and is evolving rapidly. The industry involves a degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities medical marijuana will be successfully produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further acquisition and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further acquisition activities.

The Company's medical marijuana production activities require permits, licenses and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to develop its projects.

The Company's ability to grow, store and sell medical marijuana in Canada is dependent on the Company's ability to obtain a license from Health Canada. Although the Company believes it will meet the requirements of MMPR for the license, there can be no guarantee that it will. Even if the Company is able to obtain a license, failure to comply with the requirements of the license or any failure to maintain the license would have a material adverse impact on the business, financial condition and operating results of the Company. In addition, there can be no guarantee that Health Canada will extend or renew the license or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the license or should it renew the license on different terms, the business, financial condition and results of the operation of the Issuer would be materially adversely affected.

The Company's intended business involves the growing of medical marijuana, which is an agricultural product. As such, the business is subject to the risks inherent in the agricultural business, such as pests, plant diseases and similar agricultural risks.

There is potential that the Company will face intense competition from other companies, some of which can be expected to have more financial resources, industry, production and marketing experience. Additionally, there is the potential that the industry will undergo consolidation, creating larger companies that may have increased geographic scope. Increased competition by larger, better-financed competitors with geographic advantages could materially and adversely affect the business, financial condition, and results of operations of the Company.

The market price of securities of many companies, particularly early stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

A number of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of The Company may have a conflict of interest in negotiating and concluding terms respecting such participation. Conflicts of interest may arise and officers and directors cannot devote 100% of their time to the Company.

The Company has invested resources to document and analyze its system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

LEGAL MATTERS

The Company is not currently, and has not at any time during our most recently completed fiscal year, been party to, nor has any of its property been the subject of, any material legal proceedings or regulatory actions.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for the design of the Company's internal controls over financial reporting ("ICFR") as required by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). ICFR is intended to provide reasonable assurance regarding the preparation and presentation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. Internal control systems, no matter how well designed, have inherent limitations.

Based on a review of its internal control procedures at the end of the period covered by this MD&A, management has determined that the Company's internal controls over financial reporting have been effective to provide reasonable assurance regarding the reliability of financing reporting and the preparation of financial statements for external purposes in accordance with IFRS. There were no changes in the Company's internal controls over financial reporting that occurred during the period that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

However, even those systems determine to be effective can provide only reasonable assurance with respect to financial statement and preparation. A control system, no matter how well conceived or operated can provide only reasonable, not absolute, assurance and are not expected to prevent all errors and fraud.

ADDITIONAL INFORMATION

Additional information about the Company is available at the website of the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

APPROVAL

The board of directors has approved the disclosure contained in this MD&A.

CAUTIONARY NOTES FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Company's future business plans and strategy. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" (or "does not expect"), "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" (or "does not anticipate"), or "believes", and other similar words and phrases, or which states that certain actions, events, or results "may", "could", "might", or "will" occur. Forward-looking information is subject to known and unknown risks and uncertainties that may cause the actual results, or performance of the Company to be materially different from those expressed or implied by such forward-looking information. These risks and uncertainties include risk and uncertainties associated with the medical marijuana industry, such as the potential changes in government regulation, and the uncertainty of predicting operating and capital costs. They also include risks and uncertainties that affect the business environment generally, such as changes in interest rates and the condition of financial markets, and changes in exchange rates.

Forward-looking information is based on assumptions and expectations which the Company considers are reasonable, and which are based on management's experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information. The Company can give no assurance that forward-looking information, or the assumptions and expectations on which it is based, will prove to be correct. The Company does not undertake to revise or update any forward-looking information, except in accordance with applicable laws. Readers should not place undue reliance on forward looking information.

MANAGEMENT

The following comprise key management and directors:

Robert Marsh – President and chief executive officer
Annie Storey – Chief financial officer
Gord Fretwell – Corporate secretary
Dr. Bill Code – Director
Vic Bruce – Director
Larry Kirstein - Director