Interim MD&A - Quarterly Highlights
For the nine months ended January 31, 2018 and 2017

**AMENDED** 

The Quarterly Highlights of Trigen Resources Inc., now BlissCo Cannabis Corp., (the "Company" or "Trigen") provide a summary of the activities, results of operations and financial condition of the Company as at and for the nine months ended January 31, 2018. The Quarterly Highlights have been prepared by management as of April 6, 2018 and should be read in conjunction with the condensed interim financial statements and related notes thereto of the Company for the nine months ended January 31, 2018 and 2017, the audited financial statements and related notes thereto of the Company for the years ended April 30, 2017 and 2016, which were prepared in accordance with International Financial Reporting Standards ("IFRS"), and the annual Management Discussion and Analysis ("MD&A") of the Company prepared by management as of August 28, 2017.

The Company was incorporated on January 13, 1981 under the laws of British Columbia. During the year ended April 30, 2011, the Company consolidated its issued and outstanding share capital on a five old for one new basis, changed its name from Hastings Resources Corp. to Trigen Resources Inc. and commenced trading under its new name and symbol, TRG, effective September 22, 2010. On October 11, 2011, the Company's listing was transferred to the NEX board of the Exchange, and the trading symbol for the Company changed from "TRG" to "TRG.H". On February 22, 2018, the Company consolidated its issued and outstanding share capital on a 2.25 old for one new basis and changed its name from Trigen Resources Inc. to BlissCo Cannabis Corp. The Company was previously listed on the NEX board of the TSX Venture Exchange (the "Exchange") and was delisted from the Exchange effective February 21, 2018. On March 2, 2018, the Company commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "BLIS".

On August 25, 2017, the Company completed a non-brokered private placement of 9,176,599 common shares at a price of \$0.06 per common share for total gross proceeds of \$550,596.

On February 23, 2018, the Company completed its acquisition of Bliss Co Holdings Ltd. ("BlissCo"), a private company incorporated under the laws of Canada. BlissCo is constructing an urban Access to Cannabis for Medical Purposes Regulation cultivation facility with a focus on being a high-volume packager, processor and distributor of recreational cannabis when it becomes legal in Canada and of medical cannabis. See Acquisition of BlissCo below.

#### Forward-looking statements

Certain statements contained in the following Quarterly Highlights constitute forward-looking statements. Such forward-looking statements include, but are not limited to statements regarding the Company's ability to identify and pursue a suitable business opportunity and its ability to raise sufficient financing to continue its operations. These forward-looking statements involve a number of known and unknown risks, uncertainties and other factors including financial, operational, environmental and political risks, general equity and market conditions. The outcome of these factors may cause the actual results and performance of the Company to be materially different from any plans or results expressed or implied by such forward-looking statements. Readers are cautioned not place undue reliance on these forward-looking statements.

### Analysis of the Company's financial performance and conditions

During the nine months ended January 31, 2018, the Company reported a net loss of \$166,788 compared to \$87,711 during the same period in fiscal 2017, an increase in loss of \$79,077.

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The increase in net loss during the period was due to an overall increase in operating expenses as follows:

Consulting expenses by \$56,250 as the Company entered into a consulting agreement for general business development services for a term of 12 months commencing from May 9, 2017.

Professional fees by \$11,899 for legal fees incurred in connection to the Company's acquisition of BlissCo and preparation of the Company's AGM.

Regulatory and transfer agent fees by \$3,528 in connection to the Company's private placement and AGM.

Travel and promotion by \$4,479 as a result of a director travelling overseas for meetings with existing and potential investors.

Three months ended January 31, 2018

During the three months ended January 31, 2018, the Company resulted in a net loss of \$64,625 compared to \$30,848 in Q3 ending January 31, 2017, an increase in loss of \$33,777. There were no significant variances other than consulting fees of \$18,750 incurred in connection to the Company's consulting agreement for business development services as noted above, professional fees of \$9,270 and regulatory and transfer agent fees of \$2,837 both in connection to the Company's AGM and acquisition of BlissCo, and travel and promotion of \$2,289 for meetings overseas with investors.

The Company reported a working capital of \$630,829 at January 31, 2018 compared to \$75,831 at April 30, 2017, representing an increase in working capital of \$554,998.

Net cash and cash equivalents increased by \$288,811 from \$85,248 at April 30, 2017 to \$374,059 at January 31, 2018 primarily as a result of the Company's completion of its non-brokered financing whereby the Company issued 9,176,599 common shares for gross proceeds of \$550,596. All shares issued pursuant to the private placement are subject to a four-month and one day hold period expiring December 26, 2017. The Company paid \$4,127 in regulatory filing fees in connection to this financing.

In addition, the Company received \$175,190 for share subscriptions of 583,966 units at a price of \$0.30 in connection to the Company's concurrent financing completed on February 23, 2018 (See Acquisition of BlissCo). Each unit consist of a post consolidated common shares and share purchase warrant exercisable over two years at a price of \$0.60. The warrants are subject to an acceleration clause.

Current assets excluding cash, as at January 31, 2018, consisted of receivables of \$2,130 (April 30, 2017 - \$1,935), comprised of accrued interest receivable of \$nil (April 30, 2017 - \$54) and sales tax credits of \$2,130 (April 30, 2017 - \$1,881), prepaid expenses of \$19,926 (April 30, 2017 - \$833), and promissory note receivable of \$250,280 which includes interest of \$280.

Current liabilities increased by \$3,381 from \$12,185 at April 30, 2017 to \$15,566 at January 31, 2018.

The Company has not had a history of operations or earnings and the overall success of the Company will be affected by its current or future business activities.

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The Company is exposed in varying degrees to a variety of financial instrument related risks, including liquidity risk and market risks with respect to its ability to raise capital through equity markets under acceptable terms and conditions. Management monitors its activities and various factors that could impact the risks in order to manage risks and make timely decisions.

For further discussion of financial risks, please refer to Note 10 of the condensed interim financial statements for the nine months ended January 31, 2018.

#### **Transactions with Related Parties**

Effective January 1, 2011, the Company entered into a management and administrative agreement with Varshney Capital Corp. ("VCC"), a company controlled by two common directors, whereby the Company agreed to pay management and administrative fees of \$2,500 and \$3,000 per month, respectively.

During the nine months ended January 31, 2018, the Company paid \$22,500 (2017 – \$22,500) for management fees and \$27,000 (2017 – \$27,000) for administrative fees to VCC.

As at January 31, 2018, \$13,815 (April 30, 2017 - \$1,312) was due to a director of the Company for reimbursement of business expenses.

#### ACQUISITION OF BLISS CO HOLDINGS LTD.

On February 23, 2018, the Company completed its acquisition of BlissCo by share exchange with BlissCo and each of the security holders of BlissCo (the "BlissCo Securityholders"). Trigen acquired from the BlissCo Securityholders all of the outstanding securities of BlissCo which resulting in BlissCo becoming a wholly-owned subsidiary of the Company (the "Transaction"). Upon completion of the Transaction, the Company will carry on the business of BlissCo (the "Resulting Issuer"). The Transaction was an arm's length transaction and constitutes a reverse takeover of Trigen by BlissCo, pursuant to the policies of the Exchange. In connection with completion of the Transaction, the Company delisted its common shares on the Exchange and applied to list its common shares on the CSE. The Company's common shares commenced trading on the CSE on March 2, 2018 under the symbol "BLIS".

#### About BlissCo

BlissCo is constructing an urban Access to Cannabis for Medical Purposes Regulation (ACMPR) cultivation facility with a focus on being a high-volume packager, processor and distributor of recreational cannabis when it becomes legal in Canada, which is currently anticipated to be by July 2018, and of medical cannabis. It recently took ownership of its 12,600 sq. ft. industrial facility in Langley, British Columbia.

The Company received its ACMPR cultivation license on March 29, 2018. BlissCo will apply to expand its license to cannabis oil production in Q2 2018 and for its sales license at the earliest appropriate time. BlissCo will focus on high volume sales opportunities in the current regulated medical cannabis sector and adult use cannabis market when it is legal.

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### Summary of the Transaction

- Trigen changed its name to BlissCo Cannabis Corp. ("BlissCo Cannabis") on February 22, 2018.
- Trigen consolidated its common shares on a 2.25 for 1 basis resulting in post-Consolidated issued and outstanding common shares of 10,113,402 of BlissCo Cannabis.
- 69,963,652 post-Consolidation shares of BlissCo Cannabis were issued to the shareholders of BlissCo as consideration for 100% of the issued and outstanding common shares of BlissCo.
- 16,245,750 warrants of BlissCo Cannabis were issued to holders of BlissCo warrants, where each warrant entitles the holder to acquire one post-Consolidation share of the Company at an exercise price of \$0.25.
- BlissCo Cannabis completed a private placement financing of 18,684,043 units of common shares on a post-Consolidation basis at a price of \$ 0.30 per common share for aggregate gross proceeds of \$5,605,213 (the "Private Placement"). Each Unit is comprised of one common shares ("Share") and one Share purchase warrant ("Warrant"). Each Warrant entitles the holder to acquire one Share at an exercise price of \$0.60 for a period of two years provided that the Company may accelerate the expiry date by providing 20 days' notice in the event that the Shares have a volume weighted average price of \$0.80 or higher for a period of 10 consecutive trading days. All securities issued under the Financing were issued on a post-consolidated basis and are subject to a four-month hold period in accordance with applicable securities laws.
- Arm's length finders received an aggregate of 833,333 post-Consolidation common shares of BlissCo Cannabis.
- The board of directors of the BlissCo Cannabis consists of five directors and allows for a 6<sup>th</sup> director to be added.
- The Company granted 5,095,000 stock options to Directors, Officers, employees and consultants at an exercise price of \$0.30.

## Summary of outstanding share data as at April 6, 2018:

Authorized: Unlimited common shares without par value

Issued and outstanding:99,594,338 (Post-consolidated)Warrants34,996,310 (Post-consolidated)Options5,095,000 (Post-consolidated)

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors, thank you for your continued support.