RAINMAKER
RESOURCES LTD

Management's Discussion and Analysis (Revised)

For the Nine Months Ended

July 31, 2017

INTRODUCTION

The following discussion and analysis, prepared as of September 26, 2017 and revised November 29, 2017 has been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's comparatives amounts in this MD&A have been presented in accordance with IFRS. All amounts are stated in Canadian dollars unless otherwise indicated.

The following information should be read in conjunction with the audited financial statements for the year ended October 31, 2016, and related notes to those financial statements, all of which are available on the SEDAR website at www.sedar.com.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under **RISK AND UNCERTAINTIES** in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in mineral exploration and development and mining activities in general, volatility and sensitivity to market prices for commodities, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

NATURE OF BUSINESS AND OVERALL PERFORMANCE

Rainmaker Resources Ltd. (the "Company" or "Rainmaker") is a natural resource company engaged in the exploration of mineral properties in Canada and the USA.

As at July 31, 2017, the Company held cash of $57,209 compared to $40,201 at October 31, 2016, amounts recoverable consisting of GST recoverable of $Nil compared to $Nil at October 31, 2016 and prepaid expenses of $8,250, compared to $8,250 at October 31, 2016.

There was $83,331 capitalized into exploration and evaluation costs as of July 31, 2017, and the date of the MD&A. The Company holds interests in a single mineral property. That property being the Dufferin Lake Property located in the Athabasca basin in Saskatchewan with a recorded value of $83,331. The $83,331 value is a reversal of impairment due to an agreement to purchase the interests by NexGen Energy Ltd. As of September 8, 2017 Rainmaker signed a purchase agreement to sell its remaining interest in Dufferin Lake to NexGen Energy Ltd. NexGen Energy Ltd. issued 27,777 common shares valued at $83,331 - based on the quoted market value at the time of closing - in consideration for Rainmakers remaining interest in the Dufferin Lake property. As such, a reversal of impairment in that amount has been accrued. At July 31, 2017 Exploration and Evaluation assets were held for sale in accordance with IFRS 5.

The Sarcobatus Flat Lithium Property located in Nevada was written-off in June of 2017 due to Rainmaker relinquishing its option on the Project in Nevada by electing not to expend any more capital on the project. Forfeiting the option on the Sarcobatus Flat Lithium project was a strategic decision by Rainmaker as part of its efforts to divest itself of its existing mining assets and ceasing its mining operations in order to shift its focus onto the INDIVA RTO and carry on the medical cannabis business of Indiva.

SELECTED ANNUAL INFORMATION

The following financial data prepared in accordance with generally accepted accounting principles stated in Canadian dollars is presented as at October 31 of each of the 2016, 2015 and 2014 fiscal years:

	YEAR ENDED		
	OCTOBER 31 2016	**OCTOBER 31 2015**	**OCTOBER 31 2014**
Total revenue	$ -	$ -	$ -
Total expenses	$ (308,835)	$ (767,596)	$ (1,148,128)
Net loss and Comprehensive loss for the year	$ (315,959)	$ (767,596)	$ (1,148,128)
Basic and diluted loss per share	$ (0.03)	$ (0.25)	$ (0.46)
Total Assets	$ 257,885	$ 170,037	$ 835,813
Total Long Term Liabilities	$ -	$ -	$ -
Cash Dividends per share	$ -	$ -	$ -

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED JULY 31, 2017

The Company incurred a net loss and comprehensive loss of $291,895 during the period ended July 31, 2017, compared to a net loss and comprehensive loss of $236,061 for the comparative year end period ended July 31, 2016. The Company also recorded a loss per share of ($0.03) for the period ended July 31, 2017 compared to a loss of ($0.04) for the comparative period.

The table below details the results of the Company for the nine months ended July 31, 2016 and 2017.

		NINE MONTHS ENDED JULY 31		
		2017		2016
Expenses				
Advertising and shareholder relations	**$**	**2,622**	$	1,561
Consulting fees (Notes 9)		**83,433**		116,310
Filing and transfer fees		**7,700**		10,627
Foreign exchange loss		**-**		290
Impairment of exploration and evaluation assets		**209,433**		-
Management fees		**-**		6,000
Office and sundry		**7,314**		2,696
Professional fees (Note 9)		**5,856**		16,576
Share-based payments (Note 8)		**54,097**		63,200
Travel and promotion		**-**		9,912
Total expenses		**370,455**		227,172
Loss before other items		**(370,455)**		(227,172)
Other items				
Accretion of debt discount		**-**		(6,779)
Reversal of impairment of exploration and evaluation assets		**83,330**		-
Interest income		**-**		20
Interest expense		**(4,770)**		(2,130)
		78,560		(8,889)
Net Loss and Comprehensive Loss For The Period	**$**	**(291,895)**	$	(236,061)
Basic and Fully Diluted Loss Per Share	**$**	**(0.03)**	$	(0.04)
Weighted Average Number Of Shares Outstanding		**11,037,366**		5,690,770

The most notable changes are discussed below:

Filing and transfer fees decreased in the period due to reduced corporate activities compared to the prior period.

Impairment of exploration and evaluation properties increased to $209,433 compared to $393,742 in the year ended 2015. In the comparative period all interests in mineral properties with the exception of the Dufferin Lake property were considered fully impaired.

Reversal of impairment of exploration and evaluation assets of $83,330 due to the Dufferin Lake sale.

Insurance costs decreased as the Company no longer carries officers and directors insurance coverage.

Professional fees comprise both legal and accounting fees. Legal fees have decreased due to the reduction in corporate matters in this current year. Accounting fees have also decreased during the year as a result of decreased activities of the Company.

The Company recorded share-based payments of $54,097 in the 6 month period ended July 31, 2017 as a result of the Black-Scholes valuation of 1,151,000 stock options that were granted in the period, which vested immediately. As compared to the year ended October 31, 2016, when the Company recorded share-based payments of $63,200 as a result of the Black-Scholes valuation of 498,500 stock options that were granted in the period, which vested immediately. Share-based payments are a non-cash charge to the income statement.

Accretion of debt discount was $nil as the loan was completely paid off in the previous fiscal year. As a result of a loan arrangement with KJN Management Ltd. that was entered into during the 2015 fiscal year, 58,824 common shares with a fair value of $10,000 were issued to KJN Management Ltd, as additional compensation for the financing provided by KJN Management Ltd. in the form of a loan of $50,000. The fair value of the shares issued is accreted to the income statement over the period of the loan, and this resulted in $6,779 being charged as accretion of debt discount year ended October 31, 2016. During the year ended October 31, 2016 the loan was fully repaid.

Interest expense was $4,770 due to the repayment of the $72,770 convertible debentures.

DISCUSSION OF OPERATIONS

A binding Letter of Intent has been signed with INDIVA Corporation. ("INDIVA" or the "Company"), a London, Ontario based cannabis company focused on obtaining its Cultivation License pursuant to Health Canada's Access to Cannabis for Medical Purposes Regulations ("ACMPR"), pursuant to which the parties will complete a reverse takeover and change of business transaction (the "Transaction") on the TSX Venture Exchange (the "Exchange").

The Transaction will be accompanied by a $15 million equity financing (see below) which is intended, in part, to fund the expansion of INDIVA's facility by an additional 26,000 sq. ft. Upon completion, INDIVA's facility will comprise 36,000 sq. ft. inclusive of 23,000 sq. ft. of grow space, subject to receipt of necessary Health Canada approvals.

Pursuant to the Transaction, Rainmaker will acquire 100% of the issued and outstanding shares of INDIVA for an aggregate purchase price of approximately $30.5 million, to be satisfied through the issuance of Rainmaker common shares at an ascribed value of $0.75 (post a proposed 10.88: 1 consolidation of Rainmaker shares).

In conjunction with its proposed Exchange listing, INDIVA plans to conduct a concurrent financing for $15 Million of subscription receipts at a price of $0.75 per subscription receipt (the "Offering"), which will be automatically converted into 20,000,000 common shares of the resulting issuer (postconsolidation) upon closing of the Transaction, subject to certain conditions including INDIVA's receipt of a Cultivation License from Health Canada. Sunel Securities has been engaged as lead agent and is expected to form a syndicate of investment banks to participate in the Offering. As noted above, the Company intends to use a portion of the Offering proceeds in order to expand production capacity at its state-of-the-art facility in London, Ontario.

Subject to receipt of shareholder approval at a special meeting to be called in connection with the Transaction, Rainmaker intends to (a) change its name to "INDIVA Corporation" (or such other name as may be designated by INDIVA and accepted by the Exchange), (b) consolidate its outstanding common shares on a 10.88 : 1 basis, and (c) complete a continuance from British Columbia to Ontario under the Business Corporations Act (Ontario) as its business will be headquartered in London, Ontario.

Rainmaker intends to seek an exemption from sponsorship in reliance on the Offering. There is no assurance that such exemption will be granted. Trading in the shares of Rainmaker is presently halted. It is anticipated that shares of Rainmaker will remain halted until the conclusion of the Transaction.

In connection with the RTO, subject to receipt of shareholder approval at a special meeting, Rainmaker announced that it intends to (a) change its name to "Indiva Corporation" (or such other name as may be designated by Indiva and accepted by the Exchange), (b) complete the Consolidation, and (c) complete a continuance from British Columbia to Ontario under the Business Corporations Act (Ontario). Upon closing of the RTO, Rainmaker is expected to cease any further investment in the mineral resource sector, divest of its existing mining interests where practicable, and carry on the medical cannabis business of Indiva.

<u>Subscription Receipt Offering</u>
On August 28, 2017, the Corporation closed the first tranche of its subscription receipt financing (the "Offering") in support of the RTO. Under the first tranche of the Offering, Rainmaker issued 7,674,609 subscription receipts (each, a "Subscription Receipt") at a price of $0.75 per Subscription Receipt for aggregate gross proceeds of $5,755,956.75.

Upon satisfaction of certain escrow release conditions, each Subscription Receipt will automatically convert into one common share in the capital of Rainmaker and one half of one common share purchase warrant (each whole warrant, a "Warrant"), each Warrant exercisable into one common share at a price of $0.90 for 24 months following closing of the RTO (references to common shares issued in connection with the Offering are on a post-Consolidation basis).

On November 2, 2017 Rainmaker issued 2,774,527 subscription receipts at a price of $0.75 per subscription receipt for gross proceeds of $2,080,895.25 in connection with the closing of the second tranche of the subscription receipt offering, resulting in an aggregate of 10,449,136 subscription receipts issued for aggregate proceeds of $7,836,852.00 under the first and second tranches of the subscription receipt offering.

Dufferin Lake Property (Saskatchewan)

The Company has earned, pursuant to an option agreement, a 25% interest in five claims, comprised of approximately 10,910 hectares located in Saskatchewan. During the year ended October 31, 2010, the Company wrote down the carrying value to $1 due to uncertainty of continuing exploration on the property.

On August 4, 2011, the Company and Eagle Trail Properties Inc. entered into an option agreement with Titan Uranium Inc. ("Titan") whereby a third party can earn a 50% interest in certain mineral claims located in the Athabasca Basin, Saskatchewan by spending a cumulative $500,000 on exploration work by October 30, 2014. The optionors also retained a 2% net smelter royalty of which the Company has a 25% share.

Titan subsequently assigned its interest and expenditure commitments to another public company. As of April 30, 2016 the optionee is NexGen Energy Ltd. ("Nexgen"). NexGen has fulfilled the obligations pursuant to the agreement and earned its interest in the property. Therefore, the Company now holds a 12.5% interest in the five claims.

As of September 8th, 2017 Rainmaker has signed a purchase agreement to sell its remaining interest in Dufferin Lake to NexGen Energy Ltd. NexGen will issue 27,777 of its Common Shares valued at $80,000 in consideration for Rainmakers remaining interest in the Dufferin Lake property. Subject to the approval of the TSX and subject to any applicable rules of the NYSE MKT stock exchange the deemed price per Consideration Share shall be equal to the volume weighted average trading price of the common shares of the Purchaser on the TSX over the ten trading days immediately prior to the date of the purchase agreement.

Selling the property was a strategic decision by Rainmaker as part of its efforts to divest itself of its existing mining assets and ceasing its mining operations in order to shift its focus onto the INDIVA RTO and carry on the medical cannabis business of Indiva.

Sarcobatus Flat Lithium Property (Nevada)

As of July 31, 2017 Rainmaker has relinquished its option on the Sarcobatus Flat Lithium Project in Nevada by electing not to expend any more capital on the project.

Forfeiting the option on the Sarcobatus Flat Lithium project was a strategic decision by Rainmaker as part of its efforts to divest itself of its mining operations and to shift its focus onto the INDIVA RTO.

On June 8, 2016, the Company entered into an option agreement with Utah Mineral Resources LLC, to earn an undivided 100% interest in the Sarcobatus Flat lithium property, located in Nye County, Nevada.

The property subject to the option agreement comprises 48 placer mining claims, issued by the US Bureau of Land Management, covering approximately 1,000 acres (405 hectares).

Under the terms of the option agreement, Rainmaker can earn its 100% interest in the property by undertaking the following:

a) Issuing common shares of the company valued at US$35,000 (at a deemed price of Cdn$0.07, per share (Cdn$42,500) within seven days of the company receiving all necessary approvals from the TSX-V, (issued during the year ended October 31, 2016)
b) Paying US$75,000 in cash or shares of the company at the first anniversary, Paying US$100,000 in cash or shares of the company at the second anniversary,
c) Paying US$150,000 in cash or shares of the company at the third anniversary,
d) Incurring no less than US$50,000 on exploration of the property in each of the first three years of the agreement,

The agreement is subject to a 2% Net Smelter Royalty, 50% of which can be purchased by the company for US$1,000,000 before the fifth anniversary of the agreement.

Additionally, the Company acquired by staking a further 186 mineral claims covering approximately 3,680 acres (1,562 hectares) adjacent to the underlying property for $32,808, and has incurred exploration costs comprising predominantly sampling and assay costs aggregating $10,898.

The samples yielded highly anomalous lithium contents - establishing the potential for Sarcobatus Flat to become a high-concentration lithium asset. Specifically, the analyses revealed lithium contents averaging 232 ppm (and up to 300ppm), which compare favourably with other projects in the region. Rainmaker was also pleased to learn that the samples contained significant concentrations of boron (averaging193 ppm).

In total, nineteen soil samples consisting of clay material were collected on four east-west profiles across the property at a standard depth of 1.5 meters. The samples were analyzed for lithium, boron, magnesium and potassium at Western Environmental Testing Laboratory (WETLAB) in Sparks, NV. The analytical method used was ICP-AES (inductively coupled plasma – atomic emission spectrometry), after a standard trace metal digestion. Results are summarized below:

	Low	**High**	**Average**
Lithium	140ppm	300ppm	233ppm
Boron	58ppm	830ppm	193ppm
Magnesium	0.73%	1.40%	1.21%
Potassium	0.76%	1.10%	0.95%

(ppm – parts per million)

On November 1, 2016, the Company released the results of an NI 43-101 Technical Report on the property. The report was completed by Doug Beahm, P.E., P.G., Principal of BRS Inc, located in Riverton, WY. Mr. Beahm concludes that the property has the exploration potential to host lithium brine resources in the range of 113,500 to 384,000 short tons* of lithium carbonate. Mr Beahm states in the report that:

"Sarcobatus Flat is an early stage exploration project seeking Lithium brine deposits within a closed playa basin in the Basin and Range Geologic Province of Nevada. The geologic model for the Project follows the US Geological Survey Preliminary Deposit Model for

Lithium Brines (Bradley, D, et al 2013).

"The geologic setting of the Project is similar to that of producing Lithium brine deposits in the Clayton Valley approximately 45 air miles north of the Project." Additional consideration was given to published results on a property immediately to the east of the Rainmaker property."

Included in the 43-101 technical report is an "Estimated Exploration Target":

ESTIMATED EXPLORATION TARGET (NI 43-101)						
Range	**Aquifer Thickness** *(Feet)*	**Effective Porosity** *(%)*	**Area** *(Acres)*	**Grade Li** *(ppm)*	**Li2CO3*** *(Pounds x1,000)*	**Short Tons***
Low	350	0.2	3,744	60	227,000	**113,500**
High	350	0.27	3,744	150	768,000	**384,000**

**Numbers rounded. The foregoing estimate of an Exploration Target for the Project is allowed as a restricted disclosure under NI 43-101 Part 2.3.2, which defines the disclosure of the potential quantity and grade of mineralization, expressed as ranges, for further exploration. All tonnages, grade and contained lithium as stated in this release should not be construed to reflect a calculated mineral resource (inferred, indicated, or measured). The potential quantities and grades for exploration targets are conceptual in nature and there has been insufficient work to date to define a NI 43-101 compliant resource. Furthermore, it is uncertain if additional exploration will result in discovery of an economic mineral resource within these areas.*

The report recommended a 6-phase program for exploration and development of Sarcobatus Flat, culminating in a Preliminary Economic Assessment (PEA). The report recommends that the Company initially carry out two geophysical surveys, gravity followed by CSAMT (controlled source audio-frequency magnetotellurics). The expected cost for these 2 phases is estimated at US$125,000. This would be followed by phase 3, an initial drilling program in order to determine the presence or absence of lithium-rich brines, expected to cost approximately US$600,000. Subsequently, phases 4 and 5 would include conceptual engineering, reservoir analysis, and a follow-on drill program. The estimated cost for all of the above recommendations, inclusive of a Mineral Resource Estimation and PEA, is noted at US$2,375,000.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recent quarters reported in Canadian currency.

	QUARTER ENDED			
	July 31, 2017	**April 30, 2017**	**January 31, 2016**	**October 31, 2016**
Total revenue	$ -	$ -	$ -	$ -
Net loss before other items	$ (244,890)	$ (125,565)	$ (16,316)	$ (81,663)
Net loss and comprehensive loss for the period	$ (166,330)	$ (125,565)	$ (16,316)	$ (79,898)
Basic loss per share	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.01)

	QUARTER ENDED			
	July 31, 2016	**April 30, 2016**	**January 31, 2016**	**October 31, 2015**
Total revenue	$ -	$ -	$ -	$ -
Net loss before other items	$ (47,472)	$ (47,062)	$ (132,638)	$ (38,603)
Net loss and comprehensive loss for the period	$ (48,023)	$ (51,210)	$ (136,828)	$ (37,185)
Basic loss per share	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.01)

RESULTS OF OPERATIONS FOR THE PERIOD ENDED JULY 31, 2017

The Company incurred a net loss and comprehensive loss $244,890 during the period ended July 31, 2017, compared to a net loss and comprehensive loss of $315,959 for the comparative three month period ended July 31, 2016. The Company also recorded a loss per share of ($0.01) for the period ended July 31, 2017 compared to a loss of ($0.01) for the comparative period.

LIQUIDITY

The Company is engaged in mineral exploration and has no cash flow from operations. The Company must rely on equity financing, loans and/or advances to meet its administrative and overhead expenses and to pursue its objectives. At July 31, 2017, the Company held cash $57,209 (October 31, 2016 – $40,201) and had current liabilities of $17,902 (October 31, 2016 - $149,199). At July 31, 2017, the Company held working capital of $47,557 (October 31, 2016 - $100,748).

The Company believes that the current capital resources are not sufficient to pay for continued mineral exploration and overhead expenses for the next twelve months and will need to seek additional funding, or seek joint venture partners on its project. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options, warrants and loans to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

On April 27, 2017, the Corporation closed a non-brokered Private Placement consisting of 5,200,000 Common Shares at a price of $0.05 per Common Shares for aggregate gross proceeds of $260,000. No finder's fees were paid in connection with the Private Placement. The net proceeds from the Private Placement will be used for general corporate purposes and to repay all outstanding convertible debentures of the Corporation issued and announced as at September 22, 2016, in the amount of $72,770.

On April 27, 2017 the $72,770 of convertible debentures were extinguished using the proceeds from the non-brokered private placement.

On September 27 2016, the Company completed a non-brokered private placement financings totaling $156,770. 933,325 units were sold at a price of $0.09 per unit, each Unit consisting of one common share and one share purchase warrant. Each share purchase warrant is exercisable to purchase one additional common share of the company, at an exercise price of $0.115 for a five-year period. The warrants have a fair value of $40,155, calculated using the Black-Scholes valuation model with the following assumptions: risk free interest rate of 0.76%; expected life of 5 years; expected volatility of 171%; expected dividend yield of 0% and expected forfeiture rate of nil.

In settlement of finder's fees associated with this closing, the Company paid cash commissions aggregating $20,000 and issued 139,350 finder's warrants with a fair value of $6,054 calculated using the Black-Scholes valuation model with the following assumptions: risk free interest rate at 0.76%; expected life of 5 years; expected volatility of 171%; expected dividend yield 0% and expected forfeiture rate Nil. The finder's warrants are exercisable into one common share of the Company for $0.09 until September 27, 2021. The Company also incurred other share issuance costs comprising legal and regulatory fees aggregating $10,918.

Additionally, $72,770 was raised through convertible debentures exercisable into 632,782 common shares and 632,782 common share purchase warrants at $0.115 for a period of 5 years, with maturity being one year from issuance. In accordance with IFRS, the Company has separated the convertible debentures into debt and equity components on the statements of financial position using the residual method. The equity component represents the value of the conversion feature and is the difference between the estimated fair value of the liability component and the proceeds received of $72,770. The net present value of the liability component of the convertible debentures has been estimated using an effective interest rate of 20%. The convertible debentures are accreted such that carrying amount of the convertible debenture will equal the face value of the convertible debenture at maturity. The accretion on the convertible debentures is included in interest expense in the statements of loss and comprehensive loss. The rate of 20% used in estimating the value of the liability component of the convertible debentures and used to apply the effective interest rate method to the convertible debentures is based on significant management estimation.

On May 27, 2016, the Company completed a non-brokered private placement of 2,885,200 units at $0.07 per Unit for gross proceeds of $201,964. Each Unit consists of one common share of the company and one share purchase warrant. Each share purchase warrant is exercisable to purchase one additional common share of the company, at an exercise price of $0.08 per share until May 27, 2021. The Units are subject to a four month hold period expiring September 28, 2016.

In settlement of finder's fees associated with this closing, the Company paid cash commissions aggregating $20,000 and issued 139,350 finder's warrants with a fair value of $6,054 calculated using the Black-Scholes valuation model with the following assumptions: risk free interest rate at 0.76%; expected life of 5 years; expected volatility of 171%; expected dividend yield 0% and expected forfeiture rate Nil. The finders warrants are exercisable into one common share of the Company for $0.09 until September 13, 2021. The Company also incurred other share issuance costs comprising legal and regulatory fees aggregating $10,918.

On May 5, 2015, the Company entered into a loan agreement for up to $50,000 with KJN Management Ltd. The loan will be made in incremental advances of $5,000 each. These funds will be provided as working capital. The loan is unsecured, bears interest at 10% per annum and is due on May 5, 2016. As additional consideration for advancing the loan, upon receiving regulatory approval the Company issued 58,824 common shares to the lender. On July 27, 2015, the Company measured the consideration of the 58,824 common shares to be issued at $10,000, the value of the shares on the date of issuance. This finance fee will be accreted to the income statement over the period of the loan. By October 31, 2015, the Company had received the full $50,000 pursuant to the agreement, and in the year ended October 31, 2016 the loan was repaid. During the year ended October 31, 2016, the company accreted $6,779 of the finance fees as a debt discount charge to the statement of loss and comprehensive loss. This loan has been repaid in full.

On October 14, 2015, KJN Management Ltd. loaned an additional $5,000 to the Company as working capital. This loan was unsecured, non-interest bearing and payable on demand. During the year ended October 31, 2016 this loan was also repaid.

On October 28, 2015, the Company completed a non-brokered private placement of 1,886,818 units at $0.10 per unit for gross proceeds of $188,682 of which $39,502 is included in share subscriptions receivable as at October 31, 2015.

Each unit consists of one common share of the company and one share purchase warrant. Each share purchase warrant is exercisable to purchase one additional common share of the company, at an exercise price of $0.10 per share until October 28, 2020. The Units are subject to a four month hold period expiring February 28, 2016.

In settlement of finder's fees associated with this closing the Company paid cash commissions aggregating $14,895 and issued 148,945 Finders Warrants with a fair value of $14,895. Each Finders Warrants is exercisable into one common share of the Company for $0.10 until October 28, 2020. The Company also incurred other share issuance costs comprising legal and regulatory fees aggregating $29,516.

During the year ended October 31, 2016, the Company granted 498,550 stock options, exercisable into common shares at $0.135, until November 19, 2020. The fair value of the stock option granted was estimated using the Black-Scholes stock option pricing model to be $63,200.

CAPITAL RESOURCES

At July 31, the Company's capital resources consist of its 12.5% interest in the Dufferin Lake Property 2016 in Saskatchewan which has been recorded at $1.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no Off-Balance Sheet arrangements.

SUBSEQUENT EVENTS

A binding Letter of Intent has been signed with INDIVA Corporation. ("INDIVA" or the "Company"), a London, Ontario based cannabis company focused on obtaining its Cultivation License pursuant to Health Canada's Access to Cannabis for Medical Purposes Regulations ("ACMPR"), pursuant to which the parties will complete a reverse takeover and change of business transaction (the "Transaction") on the TSX Venture Exchange (the "Exchange").

The Transaction will be accompanied by a $15 million equity financing (see below) which is intended, in part, to fund the expansion of INDIVA's facility by an additional 26,000 sq. ft. Upon completion, INDIVA's facility will comprise 36,000 sq. ft. inclusive of 23,000 sq. ft. of grow space, subject to receipt of necessary Health Canada approvals.

Pursuant to the Transaction, Rainmaker will acquire 100% of the issued and outstanding shares of INDIVA for an aggregate purchase price of approximately $30.5 million, to be satisfied through the issuance of Rainmaker common shares at an ascribed value of $0.75 (post a proposed 10.88: 1 consolidation of Rainmaker shares).

In conjunction with its proposed Exchange listing, INDIVA plans to conduct a concurrent financing for $15 Million of subscription receipts at a price of $0.75 per subscription receipt (the "Offering"), which will be automatically converted into 20,000,000 common shares of the resulting issuer (postconsolidation) upon closing of the Transaction, subject to certain conditions including INDIVA's receipt of a Cultivation License from Health Canada. Sunel Securities has been engaged as lead agent and is expected to form a syndicate of investment banks to participate in the Offering. As noted above, the Company intends to use a portion of the Offering proceeds in order to expand production capacity at its state-of-the-art facility in London, Ontario.

Subject to receipt of shareholder approval at a special meeting to be called in connection with the Transaction, Rainmaker intends to (a) change its name to "INDIVA Corporation" (or such other name as may be designated by INDIVA and accepted by the Exchange), (b) consolidate its outstanding common shares on a 10.88 : 1 basis, and (c) complete a continuance from British Columbia to Ontario under the Business Corporations Act (Ontario) as its business will be headquartered in London, Ontario.

Rainmaker intends to seek an exemption from sponsorship in reliance on the Offering. There is no assurance that such exemption will be granted. Trading in the shares of Rainmaker is presently halted. It is anticipated that shares of Rainmaker will remain halted until the conclusion of the Transaction.

The Transaction is intended to take place by way of an amalgamation, arrangement, share exchange or other similar form of business combination transaction. Once the structure is determined, the binding letter of intent will be superseded by a definitive agreement between INDIVA and Rainmaker, and the parties will announce the signing of such definitive agreement and its principal terms by news release. The Proposed Transaction will be considered a Change of Business and Reverse Takeover for Rainmaker, as such terms are defined in Exchange Policy 5.2. Upon closing of the Transaction, Rainmaker is expected to cease any further investment in the mineral resource sector and divest of its existing mining interests where practicable. The Transaction is an arm's length transaction. It is expected that the resulting issuer, after completion of the Transaction, will qualify for listing on the Exchange as a Tier 1 or Tier 2 Life Sciences Issuer. The completion of the Transaction is subject to a number of conditions, including (i) approval of the Exchange, (ii) negotiation and execution of a definitive agreement between Rainmaker and INDIVA; (iii) completion of satisfactory due diligence by each of Rainmaker and INDIVA, including receipt by INDIVA of its Cultivation License from Health Canada; (iv) approval of the Transaction and related matters by the shareholders of each of Rainmaker and INDIVA; and (v) completion of the Offering for gross proceeds of $15 million or such other amount as may be agreed by the parties. There can be no assurance that the Transaction will be completed as proposed or at all.

In connection with the RTO, subject to receipt of shareholder approval at a special meeting, Rainmaker announced that it intends to (a) change its name to "Indiva Corporation" (or such other name as may be designated by Indiva and accepted by the Exchange), (b) complete the Consolidation, and (c) complete a continuance from British Columbia to Ontario under the Business Corporations Act (Ontario). Upon closing of the RTO, Rainmaker is expected to cease any further investment in the mineral resource sector, divest of its existing mining interests where practicable, and carry on the medical cannabis business of Indiva.

Subscription Receipt Offering
On August 28, 2017, the Corporation closed the first tranche of its subscription receipt financing (the "Offering") in support of the RTO. Under the first tranche of the Offering, Rainmaker issued 7,674,609 subscription receipts (each, a "Subscription Receipt") at a price of $0.75 per Subscription Receipt for aggregate gross proceeds of $5,755,956.75.

Upon satisfaction of certain escrow release conditions, each Subscription Receipt will automatically convert into one common share in the capital of Rainmaker and one half of one common share purchase warrant (each whole warrant, a "Warrant"), each Warrant exercisable into one common share at a price of $0.90 for 24 months following closing of the RTO (references to common shares issued in connection with the Offering are on a post-Consolidation basis).

On November 2, 2017 Rainmaker issued 2,774,527 subscription receipts at a price of $0.75 per subscription receipt for gross proceeds of $2,080,895.25 in connection with the closing of the second tranche of the subscription receipt offering, resulting in an aggregate of 10,449,136 subscription receipts issued for aggregate proceeds of $7,836,852.00 under the first and second tranches of the subscription receipt offering.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

At July 31, 2017, accounts payable includes $8,575 (October 31, 2016 - $14,700) owing to Healex Consulting Ltd. a company controlled by Chris Healey, a director, for services rendered. The amounts payable are non-interest bearing, unsecured and have no specific terms of repayment.

During the periods ended July 31, 2017 and October 31, 2016, the Company also incurred the following expenses charged by directors, officers or companies controlled by the directors or officers:

a) Paid or accrued expense reimbursements for mining conference fees and advertisements of $2,621 (2016 - $24,450) to Chris Healey and/or Healex Consulting Ltd, a company controlled by Chris Healey.

b) Paid or accrued consultancy fees of $1,500 (2016- $8000) to Bev Funston, a Director.

c) Paid or accrued consultancy fees of $1,575 (2016 - $4,000) to Daniel Caamano, a director.

d) Recorded share based payments in the amount of $54,097 (2016 - $nil) being the valuation of options granted to directors and officers in the year.

e) Paid or accrued professional fees of $3,000 (2016: - $7,850) to M.G. Wright Inc, a company controlled by Matthew Wright, a former officer of the Company.

f) During the year ended October 31, 2015, it was noted that an amount of $126,000 (including GST of $6,000) had been withdrawn from the bank account of the Company. The net of tax amount has been disclosed as other expense in the Statement of Loss. The payment was not authorized by the Board and was referred to legal counsel. After careful consideration, the Board of Directors has decided that it is not in the long term interest of the shareholders of the Company to pursue any legal action on the issue.

g) Paid or accrued consultancy fees of $7,068 (2015 - $8,000) to Isaac Maresky, a director.

h) Accrued brokers warrants of $6,000 were agreed to but not yet issued to Isaac Maresky a director.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at July 31, 2017, the Company's financial instruments consist of cash, amounts receivable, and accounts payable and accrued liabilities.

The fair value of these financial instruments approximate carrying value since they are short term in nature and are receivable or payable on demand.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

a) Credit Risk

The Company's credit risk is primarily attributable to cash. Cash, is held with one reputable Canadian chartered bank which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash, is minimal.

b) Liquidity Risk

At July 31, 2017, the Company held cash $57,209 (October 31, 2016 – $40,201) and had current liabilities of $17,902 (October 31, 2016 - $149,199). At July 31, 2017, the Company held working capital of $47,557 (October 31, 2016 - $100,748).

c) Market Risk

i) Interest Rate Risk

The Company had cash balances and short term investments, and no interest bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks.

ii) Foreign Currency Risk

The Company's functional currency and the reporting currency is the Canadian dollar. Periodically the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company does not participate in any hedging activities to mitigate any gains or losses which may arise as a result of exchange rate changes.

The Company has determined its foreign exchange risk at July 31, 2017 and October 31, 2016 is immaterial.

iii) Commodity Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. To mitigate price risk, the Company closely monitors all commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amounts capitalized are written off to net income in the period the new information becomes available.

ii) Impairment

At each reporting period, assets, specifically exploration and evaluation assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

ii) Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

iv) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees and applicable non-employees by reference to the fair value of the equity instruments at the date at which they are vested. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, risk-free interest rates, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-base payment transactions are disclosed in these financial statements.

SIGNIFICANT ACCOUNTING POLICIES

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on November 1, 2016 or later. Updates that are not applicable or are not consequential to the Company have been excluded.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments:

Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet considered the potential impact of the adoption of IFRS 9.

IFRS 2 – Share-based Payment ("IFRS 2") was amended by the IASB in June 2016 to clarify the accounting for cash settled share-based payment transactions that include a performance condition, the classification of share-based payment transactions with net settlement features and the accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018, with earlier application permitted.

IFRIC 22 – Foreign Currency Transactions and Advance Consideration ("IFRIC 22") was issued in December 2016 and addresses foreign currency transactions or parts of transactions where there is consideration that is denominated in a foreign currency; a prepaid asset or deferred income liability is recognised in respect of that consideration, in advance of the recognition of the related asset, expense or income; and the prepaid asset or deferred income liability is non-monetary. The interpretation committee concluded that the date of the transaction, for purposes of determining the exchange rate, is the date of initial recognition of the non-monetary prepaid asset or deferred income liability. IFRIC 22 is effective for annual periods beginning on or afterJanuary 1, 2018. Earlier adoption is permitted.

IAS 7 – Statement of Cash Flows ("IAS 7") was amended in January 2016 to clarify that disclosures shall be provided that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017.

IAS 12 – Income Taxes ("IAS 12") was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted. The Company is currently assessing the impact of IAS 12 on its financial statements.

OTHER INFORMATION

Outstanding Share Data

The following details the common shares, share purchase warrants, and stock options outstanding as of the date of this MD&A.

Common Shares

	NUMBER OF SHARES
	NUMBER OF SHARES
Authorized	
Unlimited common shares, without par value	
Unlimited number of preference shares without par value	
Issued	
Common Shares at July 31, 2017	14,504,033
Preference Shares at July 31, 2017	Nil

Share Purchase Warrants

NUMBER OF WARRANTS	PRICE PER WARRANT	NUMBER EXERCISABLE AT THE DATE OF THE MDA	EXPIRY DATE
1,886,818	$ 0.10	1,886,818	October 28, 2020
2,885,200	0.08	2,885,200	May 27, 2021
933,331	0.115	933,331	September 27, 2021
5,705,349		5,705,349	

Finders Warrants

NUMBER OF WARRANTS	PRICE PER WARRANT	NUMBER EXERCISABLE AT THE DATE OF THE MDA	EXPIRY DATE
148,945	$ 0.10	148,945	October 28, 2017
210,344	0.07	210,344	May 27, 2021
139,350	0.09	139,250	September 27, 2021
498,539		498,539	

An additional 325,712 warrants expiring April 27, 2022 were agreed to but not yet issued in connection with the financing described in Note 7(a). The estimated fair value of the broker warrants to be issued was $12,000 estimated using the Black-Scholes model with the following assumptions:

Risk free interest rate	**15%**
Expected life	**5 years**
Expected volatility	**100%**
Expected dividend yield	**Nil**
Fair value of options issued	**$0.047**

Stock Options

NUMBER OF SHARES	PRICE PER SHARE	NUMBER EXERCISABLE AT THE DATE OF THE MD&A	EXPIRY DATE
299,190	$ 0.135	299,190	April 19, 2020
1,151,000	0.07	1,151,000	April 27, 2022
1,450,190		1,450,190	

Effective March 31, 2014, the Company adopted a new stock option plan. The plan provides for the grant of non-transferable incentive stock options for up to 10% of the issued and outstanding common shares to employees, directors and officers of the Company. Options are granted for a term not to exceed five years from the date of grant. Vesting of options and the right to adjust the exercise period of the options shall be at the complete discretion of the board. Unless otherwise stated, the options fully vest when granted.

Other Considerations

Other potentially dilutive share issuance obligations are as described in the discussion of the mineral properties held by the Company.

RISKS AND UNCERTAINTIES

Limited Operating History

The Company is in the early stages of mineral property exploration and development. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

History of Losses

The Company has incurred net losses every period since inception and as of October 31, 2016, had an accumulated deficit of $13,179,641.

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and a willingness to utilize debt and issue equity.

Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

Acquisition and Expansion Risk

The Company intends to expand its operations through organic growth and depending on certain conditions, by identifying prospective mineral properties. There can be no assurance that the Company will be able to identify, acquire or profitably manage additional properties or businesses.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals are intense.

The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

MD&A PREPARATION

This MD&A was prepared as of September 26, 2017 and revised November 29, 2017. This MD&A should be read in conjunction with the unaudited financial statements for the period ended July 31, 2017. This MD&A is intended to assist the reader's understanding of **Rainmaker Resources Ltd**. and its' operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com

Managements Responsibility for Financial Statements

The information provided in this report, including the financial statements 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 accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the company's assets are safeguarded and to facilitate the preparation of relevant and timely information. Rainmaker Resources Ltd.'s Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually, and is free to meet with them throughout the year.