MYM NUTRACEUTICALS INC.

200 – 1008 Homer Street
Vancouver, BC V6B 2X1

FORM 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) AS OF JANUARY 25, 2017 TO ACCOMPANY THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF MYM NUTRACEUTICALS INC. (THE "COMPANY") FOR THE SIX MONTHS ENDED NOVEMBER 30, 2016.

The following Management Discussion and Analysis ("MD&A") of MYM Nutraceuticals Inc.(the "Company" or "MYM") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of January 25, 2017 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended November 30, 2016 and the audited annual consolidated financial statements for the years ended May 31, 2016 and 2015, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS").The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

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

Overall Performance and Description of Business

MYM Nutraceuticals Inc. (the "Company" or "MYM") was incorporated pursuant to the Business Corporations Act of British Columbia ("BCABC") on July 11, 2014, under incorporation number BC1002050. The Company's head office is located at 200 - 1008 Homer Street, Vancouver, BC V6B 2X1, and the Company's registered and records office is located at 10th Floor – 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company has four wholly owned subsidiaries, Adera Minerals Corp. ("Adera") incorporated pursuant to the BCABC on February 18, 2011 under incorporation number BC 0903363 and My Marijuana Natural Resources Inc. ("MMNR"), MYM Holdings Inc. ("MYMH"), incorporated on May 14, 2014 and May 16, 2014 respectively under the BCABC, and MYM Holdings (WA) Inc. ("MYMWA" incorporated in the State of Washington on June 1, 2016.

On July 23, 2014, Salient, MYM and Adera Minerals Corp. ("Adera") entered into an Arrangement Agreement and Plan of Arrangement (the "**Arrangement Agreement**"). Completion of the Arrangement as set forth in the Arrangement Agreement was approved by special meeting of the shareholders of Adera on August 11, 2014, and a final order granted by the Supreme Court of British Columbia on August 13, 2014 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Upon the Arrangement Agreement becoming effective on September 12, 2014, MYM became a reporting issuer in the jurisdictions of Alberta and British Columbia and Adera Minerals Corp. became a wholly owned subsidiary of MYM Nutraceuticals Inc. The CUSIP for the Common Shares of MYM is 62847G101. On September 19, 2014, the Company listed its common shares for trading on the Canadian Securities exchange under the trading symbol "MYM".

The Company is in the business of acquiring and developing natural remedies and currently holds the rights to various intangible assets including intellectual property, domain names and copyrights, customer lists, and a Marijuana for Medicinal Purposes Regulation ("MMPR") Licensing application through its wholly owned subsidiaries.

The Company has applied to Health Canada for a medical marijuana production and distribution license (a “Production License” or “License”) under the recently enacted Marijuana for Medical Purposes Regulations (“MMPR”), which came into effect on April 1, 2014.

The business of the Company is based around the acquisition of medicinal marijuana business assets from Medicann Corp. (“Medicann”), an established distributor of medicinal marijuana in Vancouver, B.C. Through an asset purchase agreement entered into with Medicann on May 28, 2014, the Company received assets for the development of its business, including:

- exclusive access to the patient list of Medicann’s current medical marijuana clients of approximately 1000 past and current customers;
- intellectual property associated with Medicann’s business, such as domain names;
- and, the marijuana growing and industry expertise of Medicann’s two owners and cofounders.

Although the Company has started to invest resources for a medical marijuana business, there is no guarantee the Company will be awarded a license to grow medical marijuana nor is there a time frame available as to when the Company will be notified of the success of its application. As such, the company does not yet have a viable business plan.

The Company has identified the potential market of providing turn-key facilities which derive revenue from land and equipment lease fee’s while also providing consulting services to its tenants of high density grow operations. Further to this business model is the potential for manufacturing facilities for tenants who would specialize in the area of Organic herb and Hemp based products. The Company’s objective is to be a leader in land development servicing the new age farming entrepreneur in Canada and abroad.

During the year ended May 31, 2016, the Company announced that it had signed a letter of intent (“LOI”) with Green Venture Capital Corp, to acquire a portion of a 3.9-acre property located in Oroville, Washington (the “Oroville Property”). The Oroville property is capable of housing up to three tier three licensees and will be Washington State I-502-compliant. The Company has paid $168,915 (USD$125,000) as an initial non-refundable deposit on the sale, $20,360 (USD$15,000) for expenditures, and was also required to deliver 3,000,000 shares of its capital stock to GVCC to earn the interest. In addition, the Company paid $2,105 to a third party to reimburse for personal expenses incurred in the financing assistance. The Company is re-evaluating the opportunity to determine whether it remains a viable option, but has made subsequent payments on certain expenses for the buildout. The Company is currently conducting ongoing meetings and discussions with another partner in the venture as well as the operators of the project to determine future viability. As at May 31, 2016, the Company has recognized an impairment loss of $191,380 on the property until a viable option is identified.

The Company is continuing to explore other potential acquisitions and opportunities in the nutraceuticals space.

Results of Operations

<u>Results of Operations – For the three months ended November 30, 2016</u>

For the three months ended November 30, 2016 the Company incurred a loss of $40,652 as compared to $105,519 for the same period in 2015. The higher losses in the prior comparative period were mainly due to stock based compensation of $36,568, higher loan interest (one loan was paid out in the current year), and higher management fees in the previous year due to a management change in that year.

Results of Operations – For the six months ended November 30, 2016

For the six months ended November 30, 2016 the Company incurred a loss of $99,104 as compared to $151,006 for the same period in 2015. The decrease in loss in mainly due to reduced interest charges in the current period due to a repayment of an outstanding loan, reduced stock based compensation as no new options were granted in the current period, reduced professional fees as no new projects undertaken in the current period. These savings were partially offset by a $15,000 maintenance expense on the Oroville property,

Summary of quarterly results

	Q2 November 30 2016	Q1 August 31 2016	Q4 May 31 2016	Q3 February 28 2016	Q2 November 30 2015	Q1 August 31 2015	Q4 May 31 2015	Q3 February 28 2015
Net Loss	($40,652)	($58,452)	($713,447)	($182,117)	($105,519)	($45,487)	($403,101)	($60,564)
Loss per share	($0.00)	($0.00)	($0.01)	($0.00)	($0.00)	($0.00)	($0.01)	($0.00)

The main factors causing significant fluctuations in Net Loss from quarter to quarter were as follows:

- *Management fees.* During the quarter ended November, 2014, to conserve cash resources and in conjunction with a management change, compensation for key management personnel was discontinued. During the quarter ended May 31, 2015, management fees were reinstated for certain key management. During the quarter ended August 31, 2016, management fees were increased by $1,500 per quarter to reflect the additional efforts of the team.

- *Writedown of Assets.* During the quarter ended May 31, 2015 the Company recorded a writedown on intangible assets, incorporation costs, and construction assets for a total of $342,519. During the quarter ended February 29, 2016, the company recorded an impairment charge of $96,508 on the property in Maple Ridge. During the quarter ended May 31, 2016, the company recorded impairment of intangible assets and a writedown on deposits on land for a total of $623,580.

- *Stock based compensation.* During the quarters ended November 30, 2015, February 29, 2016, May 31, 2016, August 31, 2016, and November 30, 2016, the company recorded expenses for the granting of options to certain key directors, officers, and consultants. The amounts recorded were calculated using the graded vesting method.

- *Interest Expenses.* Interest expenses during the quarter ended August 31, 2016 are reduced from prior quarters as a significant loan was paid back.

- *Maintenance fees.* During the quarter ended August 31, 2015, the Company expensed $15,000 on the Oroville property.

Selected Annual Information

The following tables show selected summary consolidated financial information which have been derived from the consolidated annual financial statements of the Company at May 31, 2016, 2015 and 2014, which have been prepared in accordance with IFRS.

			Year ended	
		May 31, 2016	**May 31, 2015**	**May 31, 2014**
Operating Revenue	$	0	0	0
Net income (loss)	$	(1,046,570)	(712,684)	(268,605)
Income (Loss) per share	$	(0.02)	(0.01)	(0.10)
Share capital	$	1,644,748	1,446,600	1,211,847
Common shares issued		53,300,001	47,370,001	48,056,001
Weighted average shares outstanding		49,777,056	48,524,960	2,620,823
Total Assets	$	159,122	1,347,225	1,202,223
Total Equity (Deficit)	$	(198,961)	504,390	1,005,123

Project Summaries and Activities

Land Development

During the year ended May 31, 2016, the Company entered into a letter of intent (LOI) in connection with a potential land development project in Washington State. The Company invested $168,915 (USD$125,000) to secure the LOI.

On April 6, 2016, the Company completed the acquisition of an 18.75%, equity stake of a 3.9-acre property located in Oroville Washington from Green Venture Capital Corp., ("GVCC"), a British Columbia Corporation. In exchange for the equity stake, the Company paid USD$125,000 and will issue 3,000,000 shares to GVCC. The shares issued will be subject to approval of the Canadian Stock Exchange ("CSE") and are to be released 1,500,000 on approval of the CSE with the balance subject to restrictions from trading on a schedule of 25% every 6 months. The 18.75% stake allows the Company to participate in lease revenues associated to the Oroville property, which includes (1) the lease of the land (2) service equipment leases such as: cultivation, preparation, and processing (3) packaging, labeling and branding services and (4) product distribution and logistics as well as an equal percentage of the land, equipment, buildings and any other lease hold improvements. Occupancy for the first tenant is subject to property improvements.

As of the date of this MD&A, the Company is continuing to review the acquisition of the 18.75% interest in the Real Estate business operations. As a result and due to the uncertainty of the asset the Company recognized an impairment loss of $191,380 during the year ended May 31, 2016.

Total expenditures paid to date on the buildout of the asset include $20,360 (USD$15,000) paid during the year ended May 31, 2016 and an additional $15,000 (USD$11,600) expensed during the six months ended November 30, 2016.

Other initiatives (May contain forward looking statements)

The management team has already identified and accumulated several prospective investments that would help the Company move forward in the areas of land development, product research and development. The following are a few examples of investments (the "**Prospective Investments**") that we are currently considering:

An emerging real estate holdings company
The Company has concluded our first meeting and are conducting a due diligence review of a company that provides a fully-integrated business platform for licensed growers in Washington State.

An emerging hemp producer
The Company has identified an emerging hemp producer that is set to produce industrial hemp for the manufacturing of goods and products based out of British Columbia. The hemp producer has several brands looking to purchase its raw material. The Company has had several meetings with the hemp producer and may consider entering into a letter of intent with this company in 2016.

An emerging cosmetics company
The Company has identified an established cosmetics manufacturer with distribution in major retail stores. We have had several meetings with the cosmetics manufacturer regarding the emerging hemp industry and its potential in the multi-billion-dollar skin care market. The cosmetics manufacturer is interested in establishing a partnership to produce and sell a line of high end life style brand products.

Conclusions
Until the Company successfully obtains a license from Health Canada to produce medical marijuana or the laws in Canada change to permit the use of cannabis for recreational purposes, we will continue to engage in business activities that can generate revenue in related markets. The Company will focus on the development of hemp products to ensure an easy transition into cannabis products. The Company will continue to build on its existing relationships while building new relationships with other small emerging companies. The Company believes there are other companies who share our same vision and are willing to unite to help form a collective that can pool resources and contacts to produce formidable businesses in the cannabis space. We look forward to meeting these companies.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of common shares, of which 54,046,429 were issued and outstanding as at the date of this report. In addition, the company has 5,176,428 share purchase warrants and 3,600,000 incentive stock options outstanding as at the date of this report.

The Company has entered into stock restriction agreements with various directors and officers of the Company who have agreed that they will not transfer or otherwise dispose of their Common Shares without our prior written consent from the Company, except that such restriction will not apply to proportions of the shares vesting as follows:

As at November 30, 2016 there were 6,704,700 shares under the stock restriction agreement to be released as follows:

March 19, 2017	1/2 of the remainder of the Stock
September 19, 2017	The remainder of the Stock

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate value of transactions relating to key management personnel were as follows:

	SIX MONTHS ENDED NOVEMBER 30	
	2016	2015
Management Fees paid or accrued to CEO	**15,000**	2,500
Management Fees paid or accrued to COO	**15,000**	12,000
Management Fees to directors cancelled	**-**	(6,000)
Shares Issued to CEO (1,000,000)	**-**	20,000
Shares Issued to CFO (500,000)	**-**	10,000
Consulting Fees paid or accrued to a company controlled by a Company controlled by CFO	**12,000**	12,000
Consulting Fees paid or accrued to Corporate Secretary	**7,500**	7,500
Stock-based compensation	**6,183**	36,568
Total Salaries and other short term benefits	**$ 55,683**	$ 94,568

As at November 30, 2016, $148,273 (May 31, 2016 - $93,175) were owing to key management personnel or to a company controlled by a director or key management personnel and the amounts were included in due to related parties. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

During the year ended May 31, 2016, the company issued 1,500,000 shares in settlement of due to related parties in the amount of $30,000 to a director and officer of the corporation for past services.

As at November 30, 2016, the total loans due to related parties were $165,000, (May 31, 2016 - $165,000). The balance of interest payable is $16,637 (May 31, 2016 – $11,373) (Note 8).

Liquidity and Solvency

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

As at	November 30, 2016	May 31, 2016
Cash	$ 111,287	$ 145,156
Working capital (deficiency)	(296,152)	(204,846)
Six months ended	**November 30, 2016**	**November 30, 2015**
Cash (used in) provided by operating activities	$ (34,469)	$ (23,674)
Cash provided by (used in) investing activities	-	115,800
Cash (used in) provided by financing activities	600	(89,821)
Change in cash	$ (33,869)	$ 2,405

The Company is dependent on the borrowing of cash and the sale of shares to finance its activities, property acquisition payments and general and administrative costs. The Company will need to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

Capital Resources

The Company has no operations that generate cash flow and its long term financial success is dependent on the Company's ability to obtain equity financing.

The Company's next immediate step in development is to raise the capital required to continue its investment in connection with the land development project in Washington State or to identify an alternative project and to pay down some of its current liabilities. The Company will continue to explore the other initiatives management has or may identify.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants.

Off-Balance Sheet Arrangements

NA

Proposed Transactions

The Company does not have any proposed transactions

Accounting Policies

a) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries: Adera Minerals Corp., My Marijuana Natural Resources, Inc.), MYM Holdings Ltd., and MYM Holdings (WA) Inc. Intercompany transactions and balances have been eliminated on consolidation.

b) Financial Instruments

Financial assets and financial liabilities are recognized on the statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument. The Company does not have any derivative financial instruments.

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in net income/loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest rate method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in net income/loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is recognized in the statements of comprehensive income/loss.

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in net income/loss.

Other financial liabilities - This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified cash as fair value through profit or loss and amounts receivable as loans and receivables. Accounts payable and accrued liabilities, due to related parties, and notes payable are classified as other financial liabilities.

The fair value hierarchy that prioritizes the inputs used to measure fair value is as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

The fair value of cash and investments are determined based on Level 1 inputs which consist of quoted prices in active markets for identical assets. As at November 30, 2016, the Company believes that the carrying values of accounts payable, accrued liabilities, notes payable and due to related parties approximate the fair values because of their nature and relatively short maturity dates or durations.

c) Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash at banks and on hand and short term investments with maturities of three months or less from the date of acquisition.

d) Property, Plant, and Equipment

Recognition and Measurement
Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition or development of the asset including cost of materials and direct labour and any other costs attributable to bringing the assets to a working condition for their intended use.

Where parts of an item or property have different useful lives, they are accounted for as separate items of property, plant, and equipment.

The gain or loss on disposal of an item of property, plant or equipment is determined by comparing the proceeds from disposition with the carrying values and the net gain or loss is presented as a gain/loss on disposal of assets on the statement of income or loss.

Amortization
Amortization is provided using the declining balance method at the following annual rates:

Building	4%

Additions during the year are amortized based on the half year rule.

Impairment of assets
Long lived assets including plant, equipment, are classified according to the nature of the expenditures and are carried at cost less accumulated depreciation, amortization and accumulated impairment losses. The assets are tested for impairment when there are indicators that the carrying value may exceed the recoverable amount. To test for impairment, assets are allocated to appropriate cash-generating units. Impairment losses are recognized, as identified, in net income/loss.

Research and Construction Costs
Research costs are expensed as incurred. Construction In Progress reflects the costs of assets under construction and are not depreciated until placed into service.

Asset Exchanges
For exchanges or parts of exchanges that involve property, plant, equipment or intangible assets, the exchange is accounted for at fair value, unless the exchange transaction lacks commercial substance or the fair value of the assets given up or the assets received cannot be reliably estimated. The cost of the acquired asset is measured at the fair value of the asset given up, unless the fair value of the asset received is more reliable. Where fair value is not used, the cost of the acquired asset is measured at the carrying amount of the asset given up. Any gain or loss on de-recognition of the asset given up is recognized in net income/loss.

Intangible assets
Finite life intangible assets are comprised of domain names, MMRP Licensing Application, and other items which are recorded at cost less accumulated amortization and accumulated impairment losses. The estimated useful life and amortization method are reviewed at the end of each reporting period, and the effects of any changes are reported on a prospective basis.

e) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity. Share issue costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issue costs related to uncompleted share subscriptions are expensed in the period they are incurred.

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for non-monetary consideration are recorded at their fair market value based upon the trading price of the Company's shares on the Canadian Securities Exchange on the date of the agreement to issue the shares or the date of share issuance, whichever is more appropriate.

f) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares issued and outstanding during the reporting period.

The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, only instruments with exercise amounts less than market prices impact the diluted calculations. In computing diluted loss per share, no shares were added to the weighted average number of common shares outstanding during the periods ended November 30, 2016 or 2015, for the dilutive effect of warrants as they were all anti-dilutive. No adjustments were required to the reported loss in computing diluted per share amounts.

g) Provisions

A provision is recognized in the financial statements when all of the following criteria are satisfied:

- the Company has a present obligation (legal or constructive) as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made as to the amount of the obligation.

The amount recognized as a provision is the "best estimate" of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are determined by discounting the risk-adjusted expected future cash flows to take into consideration risks and uncertainties involving the transaction. The discount rate used is a pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the liability, if those risks have not already been reflected as an adjustment to cash flows. The unwinding of the discount is recognized as a finance expense.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic benefits will be required, the provision is reversed.

h) Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

i) Share-based compensation

The Company grants stock options to buy common shares of the Company through its stock option plan as described in Note 9. The Company accounts for share-based payments using the fair value method. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black–Scholes Option Pricing Model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The Company grants stock options that are subject to various vesting terms. Under IFRS, the fair value of each instalment of the award is considered a separate grant based on the vesting period with the fair value of each instalment determined separately and recognized as compensation expense over the term of its respective vesting period ("graded vesting").

Changes in Accounting Policies

The following new standards, and amendments to standards and interpretations, are not yet effective for the current period and have not been applied in preparing these financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below

i) *IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.*
ii) *IAS 27: Amended to restore option to use equity method to account for investments in subsidiaries, joint ventures and associates for annual period beginning on or after January 1, 2016.*
iii) *Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement. This standard is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of this standard.*

Financial Instruments

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks and has no designated hedging transactions. The Board approves and monitors the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company's exploration activities, and limited exposure to credit and market risks. There were no changes to the objectives or the process from the prior period.

The types of risk exposure and the way in which such exposures are managed are as follows:

a) Credit Risk

Credit risk primarily arises from the Company's cash and cash equivalents and amounts receivable. The risk exposure is limited to their carrying amounts at the statement of financial position date. Cash and cash equivalents are held as cash deposits or invested in guaranteed investment certificates with various maturity dates. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. The Company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank and the investment grade of the guaranteed investment certificates. Amounts receivable primarily consists of Goods and Services Tax (GST) credits.

b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures there is sufficient capital to meet short term business requirements. One of management's goals is to maintain an optimal level of liquidity through the active management of assets, liabilities and cash flows.

The Company's cash and cash equivalents are deposited in major banks or invested in guaranteed investment certificates, which are available on demand to fund the Company's operating costs and other financial demands.

c) Market Risk

The significant market risks to which the Company is exposed are currency and interest rate risk.

i) Currency Risk

The operating results and financial position of the Company are reported in Canadian dollars. As the Company is exploring opportunities in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to currency risk.

The majority of the Company's costs are incurred in Canada and are denominated in Canadian dollars. Foreign currency transactions are booked at historical cost in Canadian dollars.

During 2016, the Company entered into a Letter of Intent with Green Venture Capital Corp. to acquire a portion of a 3.9-acre property located in Oroville, Washington. In order to earn an 18.75% interest in the Real Estate business operations, the Company was required to make cash payments in US dollars. In addition, the Company is required to make additional cash payments to be allocated for expenditures on the development of the property.

As at November 30, 2016, the Company is not exposed to any currency risk.

ii) Interest Rate Risk

The Company's policy is to invest excess cash in guaranteed investment certificates at fixed or floating rates of interest and cash equivalents are to be maintained in floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders. As at November 30, 2016 no cash was held in interest bearing deposits. Fluctuations in interest rates impact the value of cash and cash equivalents. The Company manages risk by monitoring changes in interest rates in comparison to prevailing market rates.

Currently, the Company believes that it is not exposed to significant interest, currency or credit risks arising from its financial instruments.

Risks and Uncertainties

Although the Company believes it is a good candidate for a Production License, it is uncertain and not foreseeable whether the Company will be able to meet the new requirements and be granted such a license. Denial of the Company's application for a Production License is reasonably expected to materially affect the Company's business, financial condition and operations.

Other

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

Cautionary Statement

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