

TRIGEN RESOURCES INC.

Interim MD&A - Quarterly Highlights

For the six months ended October 31, 2017 and 2016

The Quarterly Highlights of Trigen Resources Inc. (the “Company” or “Trigen”) provide a summary of the activities, results of operations and financial condition of the Company as at and for the six months ended October 31, 2017. The Quarterly Highlights have been prepared by management as of December 5, 2017 and should be read in conjunction with the condensed interim financial statements and related notes thereto of the Company for the six months ended October 31, 2017 and 2016, the audited financial statements and related notes thereto of the Company for the years ended April 30, 2017 and 2016, which were prepared in accordance with International Financial Reporting Standards (“IFRS”), and the annual Management Discussion and Analysis (“MD&A”) of the Company prepared by management as of August 28, 2017.

The Company was incorporated on January 13, 1981 under the laws of British Columbia. The Company is listed on the NEX board of the TSX Venture Exchange (the “Exchange”).

During the year ended April 30, 2011, the Company consolidated its issued and outstanding share capital on a five old for one new basis, changed its name from Hastings Resources Corp. to Trigen Resources Inc. and commenced trading under its new name and symbol, TRG, effective September 22, 2010.

On October 11, 2011, the Company’s listing was transferred to the NEX board of the Exchange, and the trading symbol for the Company changed from “TRG” to “TRG.H”.

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

On November 4, 2017, the Company entered into a definitive share exchange agreement with Bliss Co Holdings Ltd. (“BlissCo”), a private company incorporated under the laws of Canada. BlissCo is constructing an urban Access to Cannabis for Medical Purposes Regulation cultivation facility with a focus on being a high-volume packager, processor and distributor of recreational cannabis when it becomes legal in Canada and of medical cannabis.

Forward-looking statements

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

Analysis of the Company’s financial performance and conditions

During the six months ended October 31, 2017, the Company reported a net loss of \$102,162 compared to \$56,863 during the same period in fiscal 2017, an increase in loss of \$45,299.

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

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Consulting expenses by \$37,500 as the Company entered into a consulting agreement for general business development services for a term of 12 months commencing from May 9, 2017.

Professional fees by \$2,629 from accrued fees in connection to the Company's Q2 interim financial review. The comparative period included a recovery due to reversals on estimated legal and audit accruals.

Travel and promotion by \$2,189 as a result of a director travelling overseas for meetings with existing and potential investors.

Three months ended October 31, 2017

During the three months ended October 31, 2017, the Company resulted in a net loss of \$55,341 compared to \$32,350 in Q2 ending October 31, 2016, an increase in loss of \$22,991. There were no significant variances other than consulting fees of \$18,750 incurred in connection to the Company's consulting agreement for business development services as noted above.

The Company reported a working capital of \$520,265 at October 31, 2017 compared to \$75,831 at April 30, 2017, representing an increase in working capital of \$444,434.

Net cash and cash equivalents increased by \$392,460 from \$85,248 at April 30, 2017 to \$477,708 at October 31, 2017 primarily as a result of the Company's completion of its non-brokered financing whereby the Company issued 9,176,599 common shares for gross proceeds of \$550,596. All shares issued pursuant to the private placement are subject to a four-month and one day hold period expiring December 26, 2017. The Company paid \$4,127 in regulatory filing fees in connection to this financing.

Current assets excluding cash, as at October 31, 2017, consisted of receivables of \$2,220 (April 30, 2017 - \$1,935), comprised of accrued interest receivable of \$nil (April 30, 2017 - \$54) and sales tax credits of \$2,220 (April 30, 2017 - \$1,881), and prepaid expenses of \$44,487 (April 30, 2017 - \$833).

Current liabilities decreased by \$8,035 from \$12,185 at April 30, 2017 to \$4,150 at October 31, 2017.

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

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

For further discussion of financial risks, please refer to Note 9 of the condensed interim financial statements for the six months ended October 31, 2017.

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Transactions with Related Parties

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

During the six months ended October 31, 2017, the Company paid \$15,000 (2016 – \$15,000) for management fees and 18,000 (2016 – \$18,000) for administrative fees to VCC.

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

Proposed Transaction

On November 4, 2017, the Company has entered into a definitive share exchange agreement with BlissCo and each of the security holders of BlissCo (the "BlissCo Securityholders"). Pursuant to the Agreement, Trigen will acquire from the BlissCo Securityholders all of the outstanding securities of BlissCo and BlissCo will become a wholly-owned subsidiary of the Company (the "Proposed Transaction"). Upon completion of the Proposed Transaction, the Company will carry on the business of BlissCo (the "Resulting Issuer"). The Proposed Transaction is an arm's length transaction and will constitute a reverse takeover of Trigen by BlissCo, pursuant to the policies of the Exchange. In connection with completion of the Proposed Transaction, the Company will apply to list its common shares on the Canadian Securities Exchange ("CSE") and will concurrently apply to delist its common shares on the Exchange.

About BlissCo

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

Upon receipt of the anticipated ACMPR cultivation and sales licenses, BlissCo expects to grow and sell dried cannabis and cannabis oil to approved medical patients through an online portal and via a service excellence call centre. BlissCo expects to focus on high volume sales opportunities in the legal cannabis market when individual distribution models are established by Canadian provinces and territories.

Summary of the Proposed Transaction

Pursuant to the Agreement:

- Trigen will undertake a two and one quarter (2.25) for one (1) consolidation of its common shares (the "Consolidation"). There will be 10,113,402 Trigen shares issued and outstanding on a post-Consolidation basis.
- 69,963,652 post-Consolidation shares of Trigen will be issued to the shareholders of BlissCo as consideration for 100% of the issued and outstanding common shares of BlissCo.
- 16,245,750 warrants of Trigen will be issued to holders of BlissCo warrants, where each warrant entitles the holder to acquire one post-Consolidation share of the Company at an exercise price of \$0.25.

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- Trigen will complete a private placement financing of a minimum of \$2,000,000 and a maximum of \$3,000,000 of common shares on a post-Consolidation basis at a price between \$0.28 and \$0.35 per common share (the “Private Placement”).
- Arm’s length finders will receive an aggregate of 714,286 post-Consolidation common shares of the Company.
- The board of directors of the Company will consist of six directors, four of whom will be nominated by BlissCo and two of whom will be nominated by Trigen;
- Damian Kettlewell will be appointed as Chief Executive Officer of the Company;
- Assuming completion of the Private Placement at \$0.35 per post-Consolidation share:
 - Shareholders of Trigen will hold approximately 11.3% of the Company;
 - Shareholders of BlissCo will hold approximately 78.3% of the Company;
 - Shareholders under the Private Placement will hold approximately 9.6% of the Company.
- Closing will take place on or before February 15, 2018 and will be subject to the following key conditions:
 - completion of the Consolidation;
 - receipt of approval of the Exchange and the CSE, as applicable;
 - if applicable, the shareholders of Trigen shall have approved the Proposed Transaction;
 - the Private Placement shall have raised gross proceeds of at least \$2,000,000; and
 - Damian Kettlewell shall have entered into a voluntary pooling agreement with respect to any securities of the Resulting Issuer received by him pursuant to the Proposed Transaction, whereby such securities will be released over a four-year period with 1/17th released on closing and then every three months thereafter.

Other Matters Relating to the Proposed Transaction

The common shares of the Company are currently halted and will remain halted pending completion of the Proposed Transaction. The Company anticipates that shareholder approval of the Proposed Transaction will not be required by virtue of the application of section 4.1 of Exchange policy 5.2.

Further information regarding a name change for the Company, selected financial information of BlissCo, as well as the proposed directors and officers of the Company will follow in a subsequent news release.

The Company anticipates applying for a waiver of the requirement for sponsorship pursuant to the policies of the Exchange, if applicable.

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Summary of outstanding share data as at December 5, 2017:

Authorized: Unlimited common shares without par value

Issued and outstanding: 22,755,155

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

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

"Hari Varshney"

Hari Varshney
Director