

**NAMEX Ventures Inc.
(Formerly Namex Explorations Inc.)**

MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR THE QUARTER ENDED
March 31, 2020
(Expressed in Canadian Dollars)**

Notice of no Auditor Review

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

INTRODUCTION

Management's discussion and analysis ("MD&A") focuses on events and activities that affected Namex Ventures Inc. (formerly Namex Explorations Inc.) ("Namex" or the "Company") during the Quarter ended March 31, 2020 and to the date of this report. The MD&A is the responsibility of management and is supplementary to, but is not a part of, the financial statements and notes of the Company for the periods ended March 31, 2019 and 2020.

Consequently, the following discussion and analysis should be read in conjunction with the unaudited financial statements and notes for the period ended March 31, 2020 and the audited financial statements for the years ended September 30, 2019 and 2018. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

This report is dated May 14, 2020

Additional information related to Namex is available on SEDAR at www.sedar.com

The Company completed sufficient exploration on its mineral properties to satisfy the listing requirements of the CSE in 2013 and made application for re-listing at that time. However, the Company was unable to find sufficient funds to continue exploration of its properties and to complete its audited financial statements for 2014. Consequently, a Cease Trade Order was issued in February 2015.

The Company returned its optioned properties to the vendors in 2015 and was dormant until March 2019.

During Q3 2019 management entered into agreements with several parties after a proposed new business opportunity was brought to the attention of management. Upon consummation of the agreements the Company will undergo a material change in business from mineral exploration to the cultivation of hemp and the extraction of hemp products for sale in international markets. For a summary of significant events and activities that occurred after March 31, 2020 up to the date of this report the reader should see 'Subsequent Events' at the end of this MD&A.

FORWARD LOOKING STATEMENTS

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements are based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements. For more information, please refer to the section 'CAUTION REGARDING FORWARD LOOKING STATEMENTS' found near the end of this MD&A.

The Company may periodically have to raise additional funds to continue its operations and undertake its proposed new business, and, while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. If the Company is unable to obtain new funding, it may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in the financial statements.

DESCRIPTION OF BUSINESS

The Company was a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is complete. *The Company is currently attempting to re-establish in the business of cultivating craft hemp following the loss of its mineral properties and the Issuance of the Cease Trade Orders in February 2015.*

As at the date of this MD&A, the Company has not earned any production revenue, nor had it found any proven reserves on any of its properties and is deemed to be a "developing Company". During Q3 and Q4 2019 management has been investigating new business opportunities in the field of growing craft hemp and processing oils and distillates from it in Jamaica.

The Company is currently not listed on any stock exchange. It has brought its financial reports up to date as of September 2019 and the CTOs were revoked on September 6, 2019 by the BC, AB and PQ securities commissions. The Company is seeking funds in order to effect a change of business and to qualify for listing on the Canadian Stock Exchange (CSE).

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

HISTORY OF THE COMPANY

Namex Ventures Inc., incorporated under the Canada Business Corporation Act, specializes in acquiring and exploring mining exploration properties, primarily copper, zinc, silver, and gold properties, located in Canada. The Company is a reporting issuer in Quebec, British Columbia, and Alberta. The Company was listed on the TSX Venture Exchange (the "Exchange") as a Tier 2 mining issuer under the trading symbol - **NME** until February 2009.

Namex Ventures Inc., formerly New Goldcore Ventures Ltd. was incorporated on September 30, 1982 under the laws of the Province of British Columbia ("B.C.B.A."; certificate #255279) and continued under Section 181 of the Canada Business Corporations Act, November 4, 1988.

Shareholders at a Special Meeting held November 7, 1997 approved the following:

- a) acquisition of the balance of the mineral property interests in which it owned an average of 22
- b) percent. Agreements were subsequently finalized to bring the property interest to 96.6 percent.
- c) consolidation of shares on the basis of one new share for every seven, and
- d) a change of name from New Goldcore Ventures Ltd. to NAMEX EXPLORATIONS INC.

At a Special Meeting held on March 04, 2011 the shareholders approved the consolidation of shares on the basis of one new share for ten old shares. Shareholders also agreed to settle debts of the Company by the issuance of new shares.

During fiscal 2011, the Company acquired three new exploration properties. In 2013 Namex's exploration activities identified encouraging metal anomalies on its optioned properties in Ontario. In 2014 the Company was forced to abandon its property options because it was unable to obtain funds to drill the properties.

As a result of its inability to find financial resources in 2014 to fund the completion of its annual audit the Company was issued a CTO in 2015, which precluded it from raising further funds to advance its mineral properties of merit. Consequently, the Company had to return its optioned properties to the owners. The Company closed its bank account and was dormant from December 2014 to March 2019.

Up to April 2019 management investigated several potential business opportunities in the field of cannabis growth and extraction of cannabinoid (CBD) products from hemp. None of the opportunities were favorable to the Company. In March 2019 management was offered an opportunity to take part in a venture to grow hemp in Jamaica in order to extract CBD products for sale in the wellness industry. Agreements were put in place to obtain an interest in a lease-to-purchase agreement for land in Jamaica, a cultivation agreement with experts in the field of growing hemp and extracting CBD products. Subsequently the Company entered into a Letter of Agreement to form a Joint Venture with the other lease holders whereby the Company will manage the production and sale of CBD products from the land in Jamaica. At the date of this MD&A the Property Agreement, which defines a 25% interest in the Lease-to-purchase Agreement and the Cultivation Agreement, which outlines the terms of the agreement that will govern the growth and extraction of CBD products with 2683859 ONTARIO LTD. have been signed. A Joint Venture Agreement between Namex (NAMX - 25%), Preferred Dental Technologies Inc. (PDTI - 22.5%) and Gillespie Farmers Delight Company Ltd (GFD - 52.5%), who are the parties to the lease-to-purchase land agreement, was concluded in July 2019.

During Q3 2019 management focused on the completion of agreements related to the potential new business discussed above, completion of the 2014 to 2018 Audited Financial Statements, completion of delinquent disclosure items, applications for revocation of the CTO, and raising funds to effect the audits and revocation of the CTO. The CTOs were revoked on September 06, 2019 after the Company filed all outstanding Disclosure Items. An Annual General and Special Meeting was called on November 26, 2019 and all items on the agenda were approved by shareholders. As at the date of this MDA documents are being prepared for listing on the CSE.

IMPORTANT EVENTS 2019

Material change - change in business

Management pursued several business opportunities in the mineral exploration, Cannabis and Cannabinoid (CBD) field during 2018, but could not come to reasonable terms with the other parties. In 2019 the Company identified a new business opportunity through mutual acquaintances and is in the process of establishing a potential new business opportunity through several agreements. These agreements have now been completed and ratified at the AGM.

Management was presented with an opportunity by a third party to enter into an arms-length "Property Agreement" to purchase an interest in a 'lease-to-purchase' for a property in Jamaica that is considered suitable for the cultivation and processing of craft hemp. A "Cultivation Agreement" was entered into to provide the Company with expertise to conduct this potential new business. Following the finalizing of letters of intent for these two Agreements the Company entered into a Joint Venture with the other holders of the property lease.

This new potential business means a fundamental change in the Company's business from Mineral Exploration to the Cultivation

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

of Craft Hemp and Extraction of Cannabinoid (CBD) oils and other products for sale in the local and international markets. The new business necessitated a change in name. Shareholders approved the property acquisition, the Cultivation Agreement, the Joint Venture Agreement, the issuance of shares to effect the transactions, a change in name and other items at the Annual General Meeting ("AGM") held on November 26, 2019.

The 'Property Agreement' and the 'Cultivation Agreement' resulted in the issuance of 23.5 million new shares. This did not result in the establishment of a new "control person(s)", because the 'Property Agreement' shares were distributed amongst five (5) different individuals and entities and thus these shares do not result in a new 'control person'. The 10 million shares that were issued to 2683859 ONTARIO LTD for the Cultivation Agreement are estimated to constitute approximately 13% of the fully diluted shares at the time that the Company is listed on an exchange.

THE PROPERTY AGREEMENT

In Q3 the Company entered into a Letter of Agreement with Dion Tetrault, the holder of a 25% interest in a lease-to-purchase agreement held by Gillespie Farmers Delight Company Limited (GFDCL) for a 269-acre parcel of land in Jamaica. Management agreed to purchase 100 % of the Dion Tetrault interest in the property with the issuance of 13.5 million share units at a price of \$0.10, which consist of a common share and a warrant for the purchase of a common share at \$0.10 CA, (the 'Dion Tetrault Shares'). Following the revocation of the Company's CTO the shares were paid together with a Finder's Fee of 1,000,000 common shares

The Dion Tetrault Shares represent 25% of the issued and outstanding shares of the Gillespie Farmers Delight Company Limited (GFD). These shares in turn represent a 25% interest in the assets of GFD. The GFD lease-to-purchase agreement is for:

"ALL THAT Parcel of land part of BUSHY PARK, part of Lloyds Pen situate in the Parish of Saint Catherine containing by survey Two Hundred and Sixty Nine Acres Two Rods Thirty Four Perches of the shape and dimensions and butting as appears by the plan thereof and being the land comprised in certificate of title registered at Volume 648 Folio 76 excluding the main farmho use and area of land fenced around it."

The Company's legal team has examined and approved the GFD land lease agreement. The lease-to-purchase property has been valued at US\$2 million, which implies a value of CA\$650,000 for the Company's 25% interest. Management has determined through independent Jamaican realtors that the US\$2 million value assigned to the property by the vendors is fair because other similar properties within a 3 km distance of the GFD leased property are listed at considerably higher values.

THE CULTIVATION AGREEMENT

Management entered into an agreement with 2683859 ONTARIO LTD., the "Cultivation Agreement" whereby the principals agree to provide expertise and oversee the day to day activities of both the cultivation of hemp and the extraction of CBD and other products in an extraction plant facility. The principals in the Cultivation Agreement also committed to supervise the establishment of an EU GMP certified extraction plant in Jamaica. The Company issued 10 million shares to 2683859 ONTARIO LTD after revocation of the CTO as a consideration for their entering into the Cultivation Agreement.

At the time that the binding Letter of Agreement for the Cultivation Agreement was entered into, 2683859 ONTARIO LTD was an arms-length company and none of its principals were associated with the Company. Subsequent to the signing of the Letter of Agreement the Company's Board of Directors invited Michael Mak, a principal of 2683859 ONTARIO LTD to become a Board member.

THE JAMICAN JOINT VENTURE AGREEMENT

GFD, an arms-length private Jamaican company, entered into an agreement for a lease-to-purchase on a 269 acre parcel of land in Jamaica with the landowners with the intent of growing cash crops for local consumption as well as export. Mr. Gillespie investigated the possibility of entering into a business relationship to grow and process hemp. Upon entering into a verbal agreement with GFD, management entered into the Cultivation and Property Agreements outlined above to ensure the wherewithal to be able to cultivate industrial hemp and to obtain an interest in the land to be cultivated.

Subsequently, the Company entered into the Jamaican Joint Venture Agreement (the "Joint Venture") with Errol A. Gillespie, who controls 52.5% of GFD, and Preferred Dental Technologies Inc. and (PDTI), which owns 22.5% of the shares of GFD. By virtue of its purchase of the Dion Tetrault shares in GFD the Company will own 25% of the issued shares of GFD and a 25% interest in the lease-to-purchase. Under the terms of the Jamaican Joint Venture Agreement the Company is committed to advance up to \$3 million to facilitate initial activities related to growing, cultivating, and processing industrial hemp at the highest standards. These will be in the form of loans and are to be repaid from future profits. The joint venture agreement, which represents a fundamental change in the Company's business was approved by a majority of the minority shareholders at the AGM.

The Company will be 100% responsible for and in control of the operation and production of hemp and hemp products on the lease-to-purchase land in Jamaica. This quality controlled operation is to be accomplished through the expertise of the experts

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

that are party to the Cultivation Agreement, its officers and future employees. The Jamaican Joint Venture Agreement stipulates that the Company will receive 50% of the profits from the growth of craft hemp and extraction of products from the hemp.

The Joint Venture will endeavour to grow high-yielding strains of craft hemp in Jamaica and process the hemp in its own extraction plant. The Joint Venture has estimated that initial capital and operating costs for the EU GMP facility will be in the order of \$20 million and the Joint Venture is in the process of identifying various financial sources, debt, lines of credit and equity for plant and greenhouse construction. The first phase of the Joint Venture's business plan involves constructing a greenhouse that can accommodate the production of seedlings. This will be followed by the construction of an EU EMP extraction plant. The cost of the plant is to be repaid from future earnings.

The first hemp planting is designed to be a 5-acre parcel that will provide a test area for cultivation, training of labourers, and establish a proof of yield. Additional plantings will provide feed for the test run of the new plant and provide revenue. During the first year the Joint Venture will bring the full acreage into production by planting an additional 20 acres each month as the business is built out. It is anticipated that the Joint Venture will have all of its acreage under cultivation at the end of its first year of operation.

As part of the Jamaican Joint Venture Agreement, GFD is committed to raising US\$20M on behalf of the Joint Venture to construct greenhouses and the extraction plant. Any funds advance by the Company to facilitate operations will be as loans and are to be repaid from profits. The Company has not committed to fund the Joint Venture operations, but may do so, if circumstances demand, in which case it may enter into loan agreements or issue equity.

Further details on activities related to the new business are contained in **IMPORTANT EVENTS (Period ended March 31, 2020)** and **SUBSEQUENT EVENTS** at the end of this MD&A.

DISCUSSION OF OPERATIONS

Operation results for the Q2 2020 fiscal year and comparative values for the 2019 fiscal year are shown below:

	Year Ended September 30 2019	Six months Ended March 31 2019	Three months ended March 31, 2020	Six months ended March 31, 2020
EXPENSES				
Salaries	16,500	-	9,000	19,500
General and Administrative	25,413	-	619	2,449
Professional fees	137,785	5,000	52,500	89,028
Regulatory and filing fees	40,657	-	4,382	10,274
Rent	4,000	-	4,000	7,000
Share-based Compensation	53,702	-	-	-
Bank charges	301	23	49	216
Investor Relations			4,382	1,389
Loss before other items	278,358	5,023	70,550	129,856
Other items				
Equity Loss on Investment	6,866	-	1,722	(3,444)
Gain on debt Settlement	(133,325)	-	-	-
Foreign exchange loss	1,957	-	-	-
NET LOSS AND NET COMPREHENSIVE LOSS	(153,856)	5,023	(72,272)	(133,300)
LOSS PER SHARE - Basic and diluted	(0.01)		0.00	(0.001)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	17,881,988	17,242,808	46,907,138	46,907,138

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

Revenue:

The Company did not generate revenue during the 2020 and 2019 fiscal year Q2.

Expenses:

The expenses increased during the Quarter ended March 31, 2020 from \$Nil in 2019 due to activities related to initiating the Jamaican business. This increase is a result of increased business activities, office expenses and regulatory fees in the 2020 period in comparison to activities in 2019. The Company incurred rent, office salaries and accrued management fees during the Quarter ended March 31, 2020, but not in 2019. Bookkeeping and accounting charges were accrued.

Comprehensive loss:

For the Quarter ended March 31, 2020 the Company had a net loss of \$72,272 compared to \$5,023 in 2019. The changes from 2019 are due to salaries increased because the Company had a part time Office Manager since May 1, 2019. In addition, the Company had regulatory fees in 2020. Most of the loss incurred is related to the accrual of management fees during 2020, which are not to be paid until the Company is profitable.

SELECTED ANNUAL INFORMATION

The Company's audited financial statements for the year ended September 30, 2019 (the "Financial Statements") were prepared in accordance with IFRS Accounting Principles and Practices. Currency amounts are in Canadian dollars, unless stated otherwise. The selected financial information is taken from the audited Financial Statements for these years and should be read in conjunction with those Financial Statements.

	March 31, 2020	September 30, 2019	September 30, 2018,	September 30, 2018,	September 30, 2017
Interest Income	-	-	-	-	-
Net loss and comprehensive loss	(72,272)	(153,856)	-	-	-
Basic and diluted loss per share	(0.00)	(0.00)	-	-	-
Financial Position as at:	March 31, 2020	September 30, 2019	September 30, 2018,	September 30, 2018,	September 30, 2017
Current assets					
Cash	4,378	45,333	-	-	-
Amounts receivable	1,718	3,369	1,718	1,718	1,718
Total current assets	6,096	48,702	1,718	1,718	1,718
Investment in associate	538,685	528,279	-	-	-
Other assets	200,000	200,000	-	-	-
Total assets	744,781	776,981	1,718	1,718	1,718
Liabilities					
Bank indebtedness	-	-	484	484	484
Accounts payable and accrued liabilities	141,850	15,529	31,613	31,613	31,613
Due to related parties	28,800	57,000	30,000	30,000	30,000
Total Liabilities	170,650	72,529	62,097	62,097	62,097
Equity (Deficiency)					
Share capital	20,959,205	20,959,205	20,365,918	20,365,918	20,365,918
Contributed surplus	2,041,449	2,041,449	1,716,049	1,716,049	1,716,049
Deficit	(22,426,522))	(22,296,202)	(22,142,346)	(22,142,346)	(22,142,346)
Total equity (deficiency)	574,132	704,452	(60,379)	(60,379)	(60,379)
Total liabilities and equity (deficiency)	744,781	776,981	1,718	1,718	1,718

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

**QUARTERLY RESULTS
For last eight Quarters**

	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Cash	4,378	9,981	45,333	68,318	-
Amounts receivable	1,718	1,718	3,369	2,341	1,718
Loans receivable (GFDCL)			-	35,850	-
Total current assets	6,096	11,699	48,702	106,509	1,718
Investment in associate	538,685	533,557	528,279	-	-
Other assets	200,000	200,000	200,000	-	-
Total assets	744,781	745,255	776,981	106,509	1,718
Current liabilities	170,650	13,332	72,529	300,713	67,120
Total liabilities	170,650	101,832	72,529	300,713	67,120
Working capital deficiency	(136,857)	(1,795)	(23,827)	(194,204)	(65,402)
Shareholder equity (deficiency)	574,132	643,423	704,452	(194,204)	(65,402)
Net loss and comprehensive loss	(72,272)	(61,028)	(20,031)	(128,802)	(5,023)
Loss per Share	(0.00)	(0.0)	(0.00)	(0.01)	(0.00)

	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Amounts receivable	1,718	1,718	1,718	1,718
Total current assets	1,718	1,718	1,718	1,718
Total Assets	1,718	1,718	1,718	1,718
Current liabilities	62,097	62,097	62,097	62,097
Total liabilities	62,097	62,097	62,097	62,097
Working capital deficiency	(60,379)	(60,379)	(60,379)	(60,379)
Shareholder deficiency	(60,379)	(60,379)	(60,379)	(60,379)
Net loss and comprehensive loss	-	-	-	-
Loss per Share	-	-	-	-

FINANCIAL POSITION Total assets

At March 31, 2020, total assets were \$744,781 (March 31, 2019 - \$1,718) representing an increase during the period due mainly to the short term loans arranged and the acquisition of shares in GFD in fiscal 2019. There was no exercise of warrants or exercise of stock options in the period (March 31, 2019 - \$ Nil).

Total liabilities

During the period ended March 31, 2020, total liabilities were \$170,650 (March 31, 2019 - \$67,120) and consists of short term trade payables, accrued management fees and amounts owing to related parties.

OUTSTANDING SHARE DATA

As at March 31, 2019, the Company had the following securities issued and outstanding:

Shares Issued	Warrants Outstanding	Options Issued	Fully Diluted
46,907,138	18,000,000	7,400,000	72,307,138

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

SHARE CAPITAL TRANSACTIONS

During the Quarter ended March 31, 2020 and 2019, the Company issued nil common shares.

STOCK OPTIONS

During the Quarter ended March 31, 2020 no stock options were granted to Directors, (March 31, 2019 - Nil).

Details of stock options outstanding and exercisable as at March 31, 2019 are as follows:

Expiry Date	Exercise Price	Weighted average remaining contractual life (years)	Outstanding	Exercisable
September 16, 2024	\$0.10	4.46	3,900,000	3,900,000
December 16, 2029	\$0.10	9.74	3,500,000	7,400,000

There were no stock options outstanding and exercisable as at March 31, 2019.

WARRANTS

Expiry Date	Weighted average Exercise price	Weighted average years remaining	Warrants outstanding
September 15, 2022	0.10	2.16	2,000,000
September 22, 2020	0.25	0.48	2,500,000
September 22, 2024	0.10	4.48	13,500,000
	0.12	3.96	18,000,000

Details of warrants outstanding as at ended March 31, 2020 are shown in the table above. There were no warrants outstanding as at September 30, 2019.

COMMITMENTS

As of March 31, 2020, the Company is committed to pay its share of the payments for the Jamaican lease-to-purchase property, which is US\$50,000 per year. In addition, as part of the Jamaican Joint Venture the Company is committed to providing up to \$3,000,000 to assist in building a greenhouse and a building to house a processing plant on the leased land in Jamaica.

RELATED PARTY TRANSACTIONS

Unless otherwise noted, amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. The following related party transactions were in the normal course of operation.

- a) The Company defines key management personnel as officers and directors of the Company and/or entities controlled by them. During the Quarter ended March 31, 2020 and 2019, the Company incurred following key management compensation charges:

	2020	2019
	(\$)	(\$)
Professional fees	52,500	-
Share-based payments	0	-
Total	52,500	

During the Quarter ended March 31, 2020, the Company was charged \$15,000 in professional fees (2018: \$ nil) by the President of the Company.

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

During the Quarter ended March 31, 2019, the Company was charged \$15,000 in professional fees (2019: \$ nil) by the Vice President & Chief Operation Officer of the Company.

During the Quarter ended March 31, 2020, the Company was charged \$1,500 in professional fees (2019: nil) by the Chief Financial Officer of the Company.

During the Quarter ended March 31, 2020, the Company granted no stock options to directors and officers of the Company.

b) Included in accounts payable and accrued liabilities is \$ nil (2019 - nil) owing to the Chief Executive Officer of the Company.

c) Included in due to related parties is \$ 28,800 (2019 - \$30,000) owing to former directors of the Company.

d) During the Quarter ended March 31, 2020, the Company paid \$3,000 in rent (2019: \$ nil) to a Company controlled by certain officers of the Company.

RECENT ACCOUNTING PRONOUNCEMENTS

(a) Adoption of New or Amended Accounting Standards

IFRS 9, Financial Instruments: Classification and Measurement - The Company adopted all of the requirements of IFRS 9 for the annual period beginning on October 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Financial assets:		
Cash	FVTPL	FVTPL
Financial liabilities:		
Bank Indebtedness	FVTPL	FVTPL
Accounts payable	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost

IFRS 15, Revenue from Contracts with Customers - IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It has replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Company has adopted the amendments to IFRS 15 in its financial statements for the annual period beginning on October 1, 2018 with no resulting adjustments.

(b) New accounting standards and amendments issued, but not yet effective

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

The following standard will be adopted by the Company effective October 1, 2019:

IFRS 16, Leases - IFRS 16 will be effective for accounting periods beginning on or after January 1, 2019 and is to be applied retrospectively. The new standard requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, the IFRS16 removes the classification of leases as either operating leases or finance leases. Certain short-term leases

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

and leases on low-value assets are exempt from the requirement and may be treated as operating leases. Early adoption is permitted, provided the Company has adopted IFRS 15. This standard sets out a new model for lease accounting. The adoption of this standard is not expected to have material impact on the Company's financial statements.

SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

(i) Classification and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at amortized cost, at fair value through other comprehensive income (loss) ("FVTOCI"), or at fair value through profit ("FVTPL").

Financial assets

The Company determines the classification of financial assets at initial recognition. The classification of financial instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

i) Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest rate method. The Company does not have any financial assets measured at amortized cost.

ii) Financial assets at FVTOCI

Financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and sell financial assets, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings. The Company does not have any financial assets classified as FVTOCI.

iii) Financial assets at FVTPL

By default, all other financial assets are measured subsequently at FVTPL. The Company's cash is measured at FVTPL.

Financial liabilities

i) Amortized cost

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method except for financial liabilities at FVTPL, financial guarantee contracts, loan commitments as below-market interest rate, and liabilities related to contingent consideration of an acquirer in a business combination. The Company's accounts payable and due to related parties are measured at amortized cost.

ii) Financial liabilities at FVTPL

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of comprehensive loss. The Company's bank indebtedness is classified as FVTPL.

(ii) Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

The Company recognizes loss allowances for expected credit losses ("ECLs") on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management estimates include estimates used in determining financial instruments and deferred income tax assets and liabilities. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Significant judgements, estimates and assumptions that have the most significant effect on the amounts recognized in these consolidated financial statements include:

(i) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgement. Management monitor future cash requirements to assess the Company's ability to meet these future funding requirements.

(ii) Deferred income taxes

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

(iii) The inputs used in accounting for share-based payments and warrants

Management uses valuation techniques in measuring the fair value of stock options and warrants granted. The fair value is often determined using the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's financial statements.

(iv) Impairment of investment in associate

The carrying amounts of the Company's investment in associate are reviewed for impairment at each statement of financial position date or whenever events or changes in circumstances indicate that the carrying amount of the investment exceeds its recoverable amount. The recoverable value of the investment is determined using discounted future cash flow models, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(a) Fair Values and Classification of Financial Instruments

The Company's financial instruments consist of cash, bank indebtedness, accounts payable and due to related parties. Financial instruments are classified into one of the following categories: FVTPL, FVTOCI, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

Financial Instrument	Category	March 31, 2020	March 31, 2019
Cash	FVTPL	\$ 4,378	-
Bank Indebtedness	FVTPL	0	0
Accounts payable	Amortized cost	141,850	0
Due to related parties	Amortized cost	28,800	30,000

The Company's financial instruments are categorized in a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash and bank indebtedness is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The carrying values of accounts payable and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

Concentration of credit risk exists with respect to the Company's cash is placed with a major Canadian financial institution. The Company is not exposed to significant credit risk on its cash.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's cash equivalents may be redeemed upon demand without significant penalty, but its reclamation deposits are restricted. At March 31, 2020, the Company had \$4,378 cash in the bank. The Company will require additional funds to meet the business requirements for the coming year. The Company is in the process of trying to find investors and trying to raise equity. During the year the Company was able to secure short term financing in order to reduce its liquidity risk. All the Company's liabilities are due on demand.

d) Interest Rate Risk

The Company is nominally exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The Company does not have any variable interest rate liabilities.

e) Foreign Currency Risk

The Company is not exposed to significant foreign currency risk.

f) Commodity Price Risk

The Company is not exposed to price risk with respect to commodity prices.

CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's activities on cultivating and processing hemp. To effectively manage the Company's capital requirements, the Company needs to raise capital. The Company's primary source of funds comes from the issuance of capital stock. Although the Company has been successful at raising funds in the past through the issuance of common stock, it is uncertain whether it will continue this financing due to uncertain economic conditions. The Company does not usually use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations. The Company is not subject to any externally imposed capital requirements.

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

There have been no changes to the Company's approach to capital management during the period ended March 31, 2020.

RISKS AND UNCERTAINTIES

The Company was in the mineral exploration and development business and is now attempting to establish itself in the fast growing cannabinoid industry, and as such, it is exposed to a number of different risks and uncertainties that are not uncommon to other companies in the same business. The growth of hemp and its processing into wellness products involves a high degree of risk, and the cost of production may be substantial and the likelihood of success is difficult to assess. The Company may mitigate its risk through joint ventures with other companies, if deemed appropriate.

TRENDS AND UNCERTAINTIES

The Company is aware that there are a number of trends, risks and uncertainties that may affect its business operations, including, but not limited to current rapid expansion of the CBD market, global economic conditions and the Company's ability to raise capital. See 'Risks' below for a more detailed assessment of potential risks.

There are no contracts, other than as indicated herein, to be renegotiated or terminated within the next 12 months that would affect the business of the Company. The world market for CBD and other wellness products is in its infancy due to the passing into law of the Farm Bill in the USA and the legalization of the growth of cannabis and hemp in several different state jurisdictions. There are no assumptions being made on what impact any future rules or regulation may have on the CBD industry within the US. Currently CBD is legal in all 50 states as long as it contains no THC,, the compound which gets you "high". The Company intends to grow only industrial hemp with no THC content.

The company's plan to construct and operate an EU GMP facility will allow for global sales and distribution without being dependent on either the Canadian or the US markets. At this time the Company currently has no plans to retail its products in Canada or the USA; unless business opportunities arise for the Company to wholesale its products in either Canada or USA. It will rely on the importer to establish and abide by the import regulations in place at the time of any potential purchase. The next steps in the Company business plan is to establish operations and until operations have been established the Company does not have any sales, locally nationally or internationally. We anticipate that production of the Company's products in a EU EMP certified plant to EU EMP standards may provide access to European and Asian markets as well as North American markets.

As the new business is established the Company will be investigating further the requirements for selling its products into the national and international markets. Management will be assisted in these endeavours by its partners in the Jamaican Joint Venture and the principals involved in the Cultivation Agreement.

Management is faced with other possible risks which include, but not restricted to, the following:

OPERATIONS Early Stage Company

The Company has no history of profitable operations and its proposed business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company expects to obtain financing in the future through further equity and/or debt financing. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its business venture.

Growth of hemp and extraction of cannabinoid products

Hemp farming is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the weather, but also from growing products that are of sufficient quality to return a profit from production. The Company's success will be determined to a large extent by the experts who are party to the Cultivation Agreement.

There is no assurance that the Company's future activities will result in a profit. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its hemp growing program, and its ability to construct an efficient extraction plant, which may be affected by a number of factors.

Material contracts

The Company has entered into the "Cultivation Agreement" with 2683859 ONTARIO LTD. whereby they will provide expertise in hemp cultivation and processing of hemp into commercial products. The Company will issue 10 M common shares to 2683859 ONTARIO LTD. as consideration for signing the "Cultivation Agreement".

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

An Office Manager employment agreement dated May 1, 2019 with Kelly Grijalva of Winnipeg, Manitoba who acts as office manager for Namex effective May 1, 2019 at an annual salary of \$30,000.

A verbal consulting agreement beginning dated April 1, 2019 with Lionel Gosselin, the President of Namex to provide his services as a director and President of Namex for a fee of \$5,000/month until the Company is listed on the CSE. It is anticipated that a management contract will be entered into when the Company is listed.

A verbal non-compete agreement with Errol Gillespie, President of GFDCL, as he provides his services as Director, Vice President and COO for a fee of \$5,000 from May 1, 2019 until the Company is listed. A management contract will be entered into when the Company is relisted. After the Company is listed on the CSE the monthly amount will be increased.

It is anticipated that management contracts will be entered into with the CEO and CFO following listing and financing. In the interim there are no fees accrued by the CEO, and the CFO invoices the Company on a per diem basis for services rendered.

Employees

Other than its Officers and its Office Manager the Company does not anticipate having any employees within the next year. Management will be undertaken by Officers of the Company. Planting of hemp and extraction of CBD and other products will be undertaken under the terms of the 'Cultivation Agreement' by 2683859 ONTARIO LTD. utilizing local labour that is managed by GFDCL and 2683859 ONTARIO LTD.

The Company will be dependent on the workforce of its joint venture partner to extract and process CBDs. Relations with these employees may be impacted by changes in labour relations, which may be introduced by, among others, employee groups, unions and governmental authorities. In addition, labour agreements may not prevent a strike or work stoppage at the joint venture facilities. Labour disruptions could have a material adverse impact on our financial condition and results of operation.

Litigation

All industries, including farming and CBD extraction industries, are subject to legal claims, with and without merit. We have not in the past been, or currently are, but may in the future be, involved in various legal proceedings. Legal proceedings may have an adverse material effect on our financial condition and results of operation, defense costs may be incurred, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular or several combined legal proceedings will not have a material adverse effect on our financial condition and results of operation.

Anti-corruption Laws

We will be operating in a jurisdiction that has experienced governmental and private sector corruption to some degree as indicated by its 70th position on the 2019 Corruption Transparency Index. We are required to comply with the Corruption of Foreign Public Officials Act (Canada), which has seen an increase in both the frequency of enforcement and severity of penalties. Although we intend to adopt a formal anti-corruption policy, there can be no assurance that our internal control policies and procedures will always protect us from recklessness, fraudulent behaviour, dishonesty or other inappropriate acts. Violation or alleged violation of anti-corruption laws could lead to civil and criminal fines and penalties, reputational damage and other consequences that may materially adversely affect our financial condition and results of operation.

Marketing

Marketing will be conducted by 2683859 ONTARIO LTD., GFDCL, and PDTI. Additional agencies may be engaged as needed.

Distribution and sales

The Company plans on distribution of products through wholesale, retail and white label contracts. All marketing parties will endeavour to establish long term contracts locally and internationally.

Pricing

The selling prices for the Company's products will be determined by current market prices at the time of sale. The Company is well situated to be able to compete in the world market by virtue of its year round production facilities and low labour costs in comparison to North American producers.

Competition and competitive position

There are a number of companies throughout the world that are involved in the production of hemp for the extraction of CBD products with whom the Company will be competing for market share. The Company is well positioned to be competitive with others in this sphere due to its ability to produce three or more crops each year, its ability to grow hemp in the open fields, the low cost of local labour and access to 'cutting edge' expertise and high-yielding hemp seed through its 'Cultivation Agreement'.

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

Proven experts

The Cultivation Agreement provides the Company with internationally recognized experts in both cultivation and extraction process who will ensure that the operations are maintained at top tier standards. A EU GMP certified facility is recognized as the world's highest standards today.

Climate-natural disasters

The climate in Jamaica is conducive to the production of three or more crops per year. This may provide competitive advantages especially during testing and research of different strains of hemp. Jamaica is within the path of hurricanes and it is possible that during hurricane season up to three crops may be affected by high winds, heavy rains, etc. associated with hurricanes. Although hurricanes are rare on the eastern side of the island in that in the past they have not been a yearly occurrence, they do occur and we cannot guarantee that one or more crops will not be severely affected on a yearly basis. Damage from hurricanes may adversely affect hemp cultivation and may cause damage to the extraction plant and greenhouses. Attempts will be made to mitigate natural hazards through appropriate insurance whenever possible.

Costs

Production and operational costs are estimated are conservatively estimated at 50% of gross revenue in the Pro Forma; industry average costs varies between 18 - 35 %.

Intellectual property

Intellectual Property resides with 2683859 ONTARIO LTD. and is covered by the five (5) year renewable Cultivation Agreement.

RISK FACTORS

There are a number of risk factors associated with the growth of craft hemp and the extraction of CBD related products. The Company has taken all reasonable steps to mitigate these risks, namely;

Unsuccessful business

To date the Company has not paid any dividends. Management expects, but cannot guarantee, that the Company will pay dividends with accumulated cash flows.

Commercial sales

The Company cannot predict with any certainty when it will be able to start commercial sales. In the section on Business Objectives and Milestones there are milestones that, if met, will provide sales for the Company's products. There is no certainty that the business objectives and milestones will be met, if ever.

Title risks

Although the Company has exercised due diligence with respect to determining title to the lease-to-purchase property in which it has a material interest, there is no guarantee that title to the property will not be challenged or impugned. The Company's property interest may be subject to prior unregistered agreements, or transfers, or native claims, and title may be affected by undetected defects.

Risks related to the corporation's ability to continue as a going concern

There are no assurances that Namex management's plans will be realized regarding the Cultivation and commercial production of hemp products. Management believes that the Corporation will be able to continue operations into the future. However, the continuation of the Corporation as a going concern, and the risk to an investment in the Company, is dependent upon the ability of the Joint Venture and the 2683859 ONTARIO LTD. team to execute the Agreements and raise additional capital as required. There is no guarantee that the Company will be able to raise additional capital on acceptable terms, if at all.

Risks related to managing rapid growth

Growth may significantly strain the Corporation's management, operational and financial resources. Any future growth including mergers and acquisitions may increase the strain on the Corporation's management, operational and financial resources. The markets and technologies in which the Corporation is invested may evolve rapidly. If the Corporation does not succeed in managing rapid corporate growth and technology change effectively, it may harm its business, financial condition and results of operations.

Risks related to possible fluctuations in revenues and results

The Corporation may experience significant fluctuations in its quarterly and annual results of operations for a variety of reasons, many of which are outside of the Corporation's control. Any fluctuations may cause the Corporation's results of operations to fall below the expectations of securities analysts and investors. This would likely affect the ability of a purchaser to dispose of the Corporation's shares or the market price of the shares.

Risks related to dependencies on third parties

The Corporation will rely on third parties to grow its hemp and to process its hemp products. If the operations of the third parties

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

being used by the Company are halted, even temporarily, the Company may experience business interruption, increased costs, loss of goodwill and loss of customers, which could adversely affect the Corporation. Defects in products or services provided by third parties could result in ultimate harm to the business, financial condition and results of operations of the Corporation.

Risks related to market demands

The hemp and CBD markets that the Corporation will participate in may not grow as expected or at all. While the Corporation's goal is to increase its revenues by expanding its customer base or revenues, there can be no assurance that it will succeed in doing so. As a result, revenues may stagnate or decline, which may increase the Corporation's losses.

Risks related to price and product competition

Larger, well established companies will be trying to increase their market share and the Company expects that competition will increase in the future. The Company expects competitors to continue to improve their technologies and products, which might negatively impact the pricing strategy of the Company, possibly causing the loss of customers or the prevention of new market penetration. Competitors may have significantly greater financial, technical, marketing, or service resources than the Company.

Competitors may have greater geographical reach to existing and prospective customers. These competitors may also have a larger installed base of products, longer operating histories or greater name recognition, may be able to respond more quickly to changes in end-user requirements, or devote greater resources to the enhancement, promotion and sale of their products. The Company's currently relatively small size and planned adoption of its new business model may affect the decision making of some prospective customers.

In the event that the Company is unable to successfully compete with its competitors, the Company will not be able to achieve profitability.

If the Company is unable to provide high quality products it may not be able to achieve profitability.

Management

The success of the Issuer will depend, among other factors on the expertise, ability, judgment, discretion, integrity and good faith of management and their ability to raise further funds if required and competition from other larger, well financed and established competitors.

Financing

If Namex cannot achieve commercial sales in the next 36 months, the funds raised from the Company's offering to raise \$5,000,000 may not be adequate for continuing operations. There is no assurance that the Issuer can generate sufficient revenues to operate profitably, or provide a return on investment, or that it will successfully implement its plans. The ability of the Company to carry out its proposed business objectives will be dependent on the director's ability to obtain public equity financing. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

Profitability

Following the completion of the Joint Venture, there is no assurance that the business of the Company will be operated successfully, or that the business will generate sufficient income to allow Shareholders to recoup their investment as the business is dependent upon weather and the abilities of it cultivation and extraction experts. There is no assurance that the Issuer will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Issuer's cultivation, extraction and marketing activities. If the Issuer does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Exchange acceptance

Re-qualifying for listing of the Issuer is subject to satisfying the listing requirements of the CSE and there can be no assurance that Namex will be approved for listing.

Reliance on the directors and officers

The Company currently has a small management team. The unexpected loss of any of these individuals would have a serious impact on the business. Specifically, the Company will be dependent upon the skills of its management team for the successful operation of its business. At present, there is no key-man insurance in place for any members of the management team. The loss of services of any of these personnel could have a material adverse effect on the business of the Corporation. (See Section 'Directors' of this information circular regarding information about the directors and the Cultivation Agreement). The Corporation also relies on consultants, specifically the 2683859 ONTARIO LTD. team, to carry out its business objectives and the unexpected loss of any of these consultants and their Advisors could have a serious impact on the business. Shareholders must be prepared to rely solely on the directors' and officers' ability to develop the proposed business.

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

Conflicts of interest

The current and new directors and officers of the Company are not in any way limited or affected in their ability to carry on other transactions or business ventures for their own account or for the account of others, and in some instances may be engaged in the ownership, acquisition and operation of businesses which compete with the Company. Investment in the Company will not carry with it the right for either the Company or any investor to invest in any other property or venture of the directors and officers of the Company, or to any profit therefrom or to any interest therein. The current directors and officers have a responsibility to further the best interests of the Company. The new directors and officers will have the responsibility to develop the new business with a view to commercial sales and other investments to further the business of the Company. To the extent that an opportunity arises to enter into such an agreement, the directors of the Company have the discretion to determine whether the Company will avail itself of the investment opportunity and, if it does not, any of the directors and officers of the Company shall be able to decide amongst themselves whether to pursue the opportunity for their respective accounts. If the investment opportunity did not arise solely from their activities on behalf of the Company, the directors and officers of the Company have no obligation to offer an investment opportunity to the Company. Future conflicts of interest will be dealt with in accordance with applicable laws, statutes and regulations.

Competition

New companies are entering into the hemp cultivation and CBD extraction business and will continue to do so. There is no guarantee that the Company can compete effectively with the new entrants with respect to price and quality of products.

Insurance

The Company does not currently carry any insurance policies. It will acquire insurance policies commensurate to industry standards as required. Product liability insurance will be required. The Company has investigated this issue and believes the cost of insurance to be reasonable. However, actual costs may differ when product liability insurance is sought. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

Risks related to world-wide economic, market, and geopolitical uncertainty

Economic and geopolitical uncertainty may negatively affect the business of the Company. The markets for CBD products may depend on economic and geopolitical conditions that affect the broader market. Economic conditions globally are beyond the Company's control. In addition, acts of terrorism and the outbreak of hostilities and armed conflicts between countries can create geopolitical uncertainties that may affect both local and global economies. Downturns in the economy or geopolitical uncertainties may cause customers to delay or cancel projects, reduce their overall capital or operating budgets or reduce or cancel orders which could have a material adverse effect on the Company's business, results of operations and financial condition. In addition, the financial markets can experience significant price and value fluctuations that can affect the market prices of equity securities of companies in ways that are unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally, may adversely affect the market price of the shares of the Company.

Political risk

While the government of Jamaica is supportive of farming operations, there is no assurance that the government will not in the future adopt different policies or new interpretations respecting foreign ownership and interests in its farm land, rates of exchange, environmental protection, labour relations, and repatriation of income or return of capital. Any limitation on transfer of cash or other assets with our joint venture partners could restrict our ability to fund our operations or materially adversely affect our financial condition and results of operation.

Our interpretation of taxation law, including fiscal stability provisions, as applied to our transactions and activities may not coincide with that of the tax authorities. As a result, taxes may increase and transactions may be challenged by tax authorities and our operations may be assessed, which could result in significant taxes, penalties and interest. We may also encounter difficulties in obtaining reimbursement of refundable tax from fiscal authorities. The possibility that the government may adopt substantially different policies or interpretations, which might extend to the expropriation of assets, cannot be ruled out.

Terrorist activity

Political risk also includes the possibility of civil disturbances and political instability in Jamaica or neighbouring countries as well as threats to the security of the leased property and workforce due to political unrest, civil wars or terrorist attacks. Although there is no reason to believe that our employees or operations will be targeted, criminal or terrorist activities in the region may disrupt our operations, limit our ability to hire and keep qualified personnel as well as restrict our access to capital.

Licenses and permits

We may require licenses and permits from various governmental authorities. We intend to hold all necessary licenses and permits under applicable laws and regulations in respect of our Jamaican Joint Venture and comply in all material respects with the terms of such licenses and permits. Licenses and permits, however, are subject to change in various circumstances including as a result of a change in the interpretation of applicable laws or with respect to the exercise of a discretionary power. There can be no

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

guarantee that we will be able to obtain or maintain all necessary licenses and permits that may be required to continue to operate our proposed business or commence construction or operation of the proposed extraction facility. Failure to obtain new licenses and permits or successfully maintain any granted ones could materially adversely affect our financial condition and results of operation.

Jamaican licenses and permits

Management has been informed by its Joint Venture partner GFDCL that it is seeking clarification on what permits are required from the Jamaican authorities in order to grow and process industrial hemp (with zero THC) in Jamaica. In all communications to date with the Cannabis Licensing Authority (CLA) in Jamaica, both GFDCL and management were informed that no permits were required to grow hemp. GFDCL has written a letter seeking confirmation in writing to the authorities asking what permits or licenses are required for Cultivation, processing or retail. Based on available current licenses on the CLA website, GFDCL has requested specifics on a Cultivator License, a Processing license, transport, retail, wholesale as well as import and export licenses. We have been informed both orally and in writing by the Jamaican authorities that we do not require any special permits to grow industrial non-THC hemp in Jamaica.

Risks associated with the shares of the Company

Risks related to dilution

The Company's Board of Directors has the authority to cause the Company to issue additional shares and to determine the rights, preferences and privileges of such shares, without consent of any of the Company's shareholders. Consequently, shareholders may experience more dilution in their ownership of the Company in the future.

Risks related to lack of dividends

The Company has not declared or paid any dividends on its shares since inception and does not anticipate paying any such dividends until there is adequate free cash. Investors seeking dividend income or liquidity should not invest in the Company's shares.

Other risks trends, risks and uncertainties

The Company has sought to identify what it believes to be the most significant risks to its business, but it cannot predict whether, or to what extent, any such risks may be realized nor can the Company guarantee that it has identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to the Company's common shares.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporation Act (BC) ("Corporation Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporation Act. In accordance with the laws of the Provinces of Quebec, Alberta and British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's annual audited financial statements and in notes appended to the audited financial statements for the year ended September 30, 2019 that is available on SEDAR at www.sedar.com.

INVESTOR RELATIONS

Up to the date of this MD&A the Company did not have an Investor Relations agreement with any person or company.

OFF-BALANCE SHEET ARRANGEMENTS

At the date of this MD&A, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligation that trigger financing, liquidity, market or credit risk to the Company.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

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 interim financial statements.

INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. There have been no changes in the Company's internal control over financial reporting during the period that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information.

There have been no significant changes in the Company's disclosure controls during the period that could significantly affect disclosure controls subsequent to the date the Company carried out its evaluation.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow outlook

As of March 31, 2020 the Company had cash of \$4,378 (March 31, 2019- \$Nil). The Company's working capital deficiency as at March 31, 2020 was \$(574,131) (2019 - \$60,379)

As of the date of this MD&A the Company had cash of approximately \$10,000, which is insufficient to complete the activities related to initiating a listing on the CSE.

The Company has no significant income, and has financed its operations to date primarily through the issuance of common shares and exercise of stock options and warrants and loans from shareholders and management. The Company will continue to seek capital through the issuance of equity or debt. The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

Management is in discussions with accredited investors who may be interested in financing the Company. Once the CTO is lifted management will proceed to complete the agreements with the issuance of the agreed upon shares and proceed with raising capital through the issuance of capital stock. There is no guarantee that the Company will be able to realize the funds needed for the business through the issuance of its shares. Various factors that may affect the capital raise include, but are not limited to, economic downturn and decrease in demand for CBD products.

The Company's cash flow requirements in the short term, until it is listed on an exchange and trading, are limited to its portion of the annual lease-to-purchase costs of \$50,000/yr. and \$4,000/mo. for its office rental and staff. In addition, regulatory and professional fees are estimated to be less than \$1,000/mo. until the Company is listed and has raised sufficient funds to build out the business. All other costs are accrued until the listing is complete and a financing is in place.

Financing

The Company did not close any private placements in the Quarter ended March 31, 2020.

APPROVAL

The Board of Directors of Namex Explorations Inc has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of cannabinoid products (CBDs); the estimation of cannabinoid selling prices, the production per acre of hemp; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new land; currency fluctuations, requirements for additional capital, government regulation of farming operations, environmental risks, unanticipated expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain

**NAMEX VENTURES INC
(FORMERLY NAMEX EXPLORATIONS INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
Period ended March 31, 2020**

cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve 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 the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of CBDs; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks the industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the hemp industry and general expectations concerning the hemp industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the hemp industry involves risks and uncertainties and is subject to change based on various factors.

IMPORTANT EVENTS (Quarter ended March 31, 2020):

- In January GFD readied 27 acres of the Jamaican property for seeding
- On March 9, 2020, management agreed to pay a Finder's Fee of 100,000 common shares at a deemed price of \$0.10 per share for the introduction to a potential Canadian and US distributor for processed CBD from GFDCL.

SUBSEQUENT EVENTS

- On May 7, 2020, management agreed to grant warrants with a nominal value of \$0.10 per warrant in appreciation to lenders who have provided interest free loans to the Company. Each warrant will have an exercise price of \$0.10 and have a three year term.