

NAMEX VENTURES INC.
(FORMERLY NAMEX EXPLORATIONS INC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED
March 31, 2021
(Expressed in Canadian Dollars)

Notice of no Auditor Review

NAMEX VENTURES INC.
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Period ended March 31, 2021

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, 2021 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, 2021 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, 2021 and the audited financial statements for the years ended September 30, 2020 and 2019. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

This report is dated April 28, 2021

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

During Q3 of 2019 management entered into agreements with several parties after a proposed new business opportunity was brought to its attention . Upon consummation of the agreements, the Company underwent a material change in business from mineral exploration to investment in the cultivation of hemp and the extraction of hemp products for sale in international markets. The Company brought its Continuous Disclosure Statements up to date on September 6, 2019 and the 2015 Cease Trade Order (CTO) was revoked. As of March 31, 2021, trading of the Company's shares continues to be halted.

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 was completed. The Company did not find any proven reserves on its mineral properties.

As at the date of this MD&A, the Company has not earned any revenue. During 2021 management has been advancing its core business and investigating new business opportunities for investments in the field of growing craft hemp and processing oils and distillates.

The Company is currently not listed on any stock exchange. It has brought its annual financial reports up to date as of September 30, 2020. The Company is seeking funds in order to advance its business and to qualify for listing on the Canadian Stock Exchange (CSE).

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HISTORY OF THE COMPANY

Namex Ventures Inc., incorporated under the Canada Business Corporation Act, has partnered with Gillespie Farmers Delight Company Limited ("GFDCL") which is developing a craft hemp business on a 269-acre farm in Jamaica and intends to construct an extraction plant for the extraction of CBD distillates. 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 31, 2020. As indicated in the 2018 Financial Statements the Company is not bankrupt and owes only small sums to insiders and former insiders.

For the year ended September 30, 2019, the Company did not engage in any exploration or other business activities. 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 Joint Venture will manage the production and sale of CBD products from the land in Jamaica. A Joint Venture Agreement between Namex (NAMX - 25%), Preferred Dental Technologies Inc. (PDTI - 22.5%), Errol Almando Gillespie (EG - 52.5%) and Gillespie Farmer's Delight Company Limited (GFDCL), who are the parties to the lease-to-purchase land agreement, was concluded in July 2019.

During fiscal 2020, GFDCL focused on preparation of the land in Jamaica for the cultivation of craft hemp and the importation of high-yielding seeds into Jamaica. GFDCL received a letter from the Jamaican Cannabis Licensing Authority (CLA) in August 2020 outlining the conditions for growing craft hemp.

As at the date of this MD&A, the Company is pursuing financing and preparing documents for listing on the CSE.

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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 established the new business opportunity through several agreements. These agreements were completed and ratified at the AGM in November 2019 and are available on SEDAR in the Information Circular published for the 2019 AGM.

THE JAMAICAN JOINT VENTURE AGREEMENT

GFDCL, an associate of the 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 GFDCL, management entered into Cultivation and Property Agreements to ensure the wherewithal to be able to cultivate craft 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" or "JJV") with Errol A. Gillespie, who controls 52.5% of GFDCL, and Preferred Dental Technologies Inc. (PDTI), which owns 22.5% of the shares of GFDCL and is a related party of the Company under common control. By virtue of its purchase of the Dion Tetrault shares in GFDCL, the Company will own 25% of the issued shares of GFDCL 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 craft hemp at the highest standards. 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 in November 2019.

The Jamaican Joint Venture Committee is in charge 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 that are party to the Cultivation Agreement, its officers and future employees. The Jamaican Joint Venture Agreement stipulates that the Company shares 50% of the profits or loss from the growth of craft hemp and extraction of products from the craft hemp grown by GFDCL.

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 approximately \$20 Million US and GFDCL 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 first hemp planting is designed to be a test area for cultivation of craft hemp, training of labourers, and establishing proof of yield. During the first year the Joint Venture will bring additional acreage into production by planting additional acres each Quarter as the business is built out. It is anticipated that the Joint Venture will have 200 acres under cultivation by the end of its third complete year of operation.

As part of the Jamaican Joint Venture Agreement, GFDCL is committed to raising US\$20M on behalf of the Joint Venture to construct greenhouses and the extraction plant. Any funds advance by Namex 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 warrant, in which case additional agreements may be entered into in order to preserve equity.

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Further details on activities related to the craft hemp business are contained in documents filed in the Information Circulars on SEDAR for the fiscal years ended September 30, 2019 and 2020 and **SUBSEQUENT EVENTS** at the end of this MD&A.

IMPORTANT EVENTS 2021

In Q1 GFDCL begun work on fencing and security in accordance with the requirements outlined in the No Objection Letter received in August 2020. The fencing and surveillance system has been completed and GFDCL is working on establishing internet service for monitoring. GFDCL also began work on setting up a greenhouse and received the seeds for planting craft hemp.

In Q1 2021, The Company advanced \$20,914 USD to GFDCL. 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 craft hemp at the highest standards. These are in the form of loans and are to be repaid from future profits.

In Q1 2021, the company received loans of \$19,000 CDN from a Related Party. On December 15, 2020, The Company received the expanded Canada Emergency Business Account (CEBA) loan for \$20,000 for COVID-19 relief. Total CEBA loans received total \$60,000. The loans are interest-free, and if paid by December 31, 2022, up to \$20,000 will be forgiven. The company repaid a \$10,000 promissory note owing to a related party.

The Company advanced \$8,500 USD to GFDCL. 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 craft hemp at the highest standards. These are in the form of loans and are to be repaid from future profit.

In Q2 GFDCL planted a test plot of craft hemp seeds to provide 'proof of yield'.

The Company completed its annual audit and filed its Audited Annual Financial Statement and MD&A on SEDAR.

On February 3rd, The Company was informed by their primary financial institution that their policy had changed regarding clients who deal with Hemp and CBD's and as a result of their policy change, they were no longer able to provide banking services to the Company. The Company has applied for an account with another financial institute for daily banking.

The Company set the date for the Annual General Meeting to be Thursday, May 13th.

On January 7, 2021, the company received forgiveness for \$7,000 in rent from Preferred Dental for their Shared Workspace Agreement. The amount owing to Preferred Dental for rent is now \$0.

In Q2 2021, The Company advanced \$9,194 USD to GFDCL. 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 craft hemp at the highest standards. These are in the form of loans and are to be repaid from future profit.

In Q2 GFDCL planted a test plot of craft hemp seeds to provide 'proof of yield'.

The company received loans of \$8,000 USD from a Related Party.

On March 9, 2021, the company engaged Entrepreneur Capital Corp to prepare a business plan and to raise operating funds. The Company paid US\$8,000 and agreed to issue 33,333 shares worth US\$10,000 for the completion of the business plan.

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Further details on activities related to the business after the end of this quarter are contained in **SUBSEQUENT EVENTS** at the end of this MD&A.

DISCUSSION OF OPERATIONS

Operation results for the 3 months and 6 months ended March 31, 2021 and comparative values for the 2020 fiscal year are shown below:

	3 Months Ended		6 Months Ended	
	March 31 2021	March 31 2020	March 31 2021	March 31 2020
	\$	\$	\$	\$
EXPENSES				
General and administrative	4,100	668	6,515	2,665
Professional fees	72,607	52,500	104,107	89,028
Regulatory and filing fees	5,200	3,692	6,422	10,974
Rent	(7,000)	4,000	(7,000)	7,000
Salaries	8,571	9,000	17,143	19,500
Share-based payments	10,000	-	20,000	-
Loss before other items	93,478	69,860	147,188	129,166
Other items				
Share of loss from associate	35,763	1,722	60,763	3,444
Foreign exchange loss	-	-	-	-
Loss (gain) on debt settlements	-	-	-	-
NET LOSS AND COMPREHENSIVE LOSS	(129,242)	(71,582)	(207,951)	(132,610)
LOSS PER SHARE – Basic and diluted	(0.01)	(0.01)	(.01)	(.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	46,907,138	46,907,138	46,907,136	46,907,136

Revenue:

The Company did not generate revenue during Q2 2021 or 2020.

Expenses:

Expenses for Q2 2021 were \$93,478 (\$69,860 in Q2 2020). Most expenses were slightly higher during the Quarter ended March 31, 2021 versus March 31, 2020 due to an increase in audit fees to \$31,000 and consulting fees of US\$8,000. In Q2 2021 the Company accounted for share based compensation of \$10,000 (Nil in 2019) and gained \$7,000 with the forgiveness of rent owed to Preferred Dental Technologies Inc. The Company accrued management fees during the Quarters ended March 31, 2021, and 2020. Bookkeeping and accounting charges of \$1,500 were also accrued.

Comprehensive loss:

For the Quarter ended March 31, 2021 the Company had a net loss of \$129,242 compared to \$(71,582) in March 2020. The Q2 2021 period includes a charge of \$56,644 for the Company's share of losses incurred by its associate GFDCL on its investment in GFDCL (\$1,722 in 2020); these are funds advanced to GFDCL to advance the Jamaican Joint Venture and are considered as loans to be repaid from future profits.

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SELECTED FINANCIAL INFORMATION

The Company's audited financial statements for the year ended September 30, 2020 (the "Financial Statements") were prepared in accordance with IFRS Accounting Principles and Practices. Currency amounts are in Canadian dollars, unless stated otherwise. The selected annual financial information for September 30, 2020 is taken from the audited Financial Statements and the interim Q2 statements of this year and should be read in conjunction with those Financial statements.

	March 31, 2021	September 30, 2020
Interest Income	-	-
Net loss and comprehensive loss	(207,951)	(573,530)
Basic and diluted loss per share	(0.001)	(0.01)

Financial Position as at:	March 31, 2021	September 30, 2020
Current assets		
Cash	71,127	142,262
Amounts receivable	1,383	1,383
Total current assets	72,509	143,645
Investment in associate	508,135	527,960
Other assets	140,000	160,000
Total assets	720,644	831,605
Liabilities		
Accounts payable and accrued liabilities	293,568	19,600
Due to related parties	315,844	212,700
Loans Payable	100	300,221
Long Term Payable CEBA loans payable	60,000	40,000
Total Liabilities	669,512	572,521
Equity (Deficiency)		
Share capital	20,969,205	20,969,205
Contributed surplus	2,159,611	2,159,611
Deficit	(23,077,683)	(22,869,732)
Total equity (deficiency)	51,133	259,084
Total liabilities and equity (deficiency)	720,644	831,605

QUARTERLY RESULTS

Summarized information for the last eight quarters:

	Three Months Ended			
	March 31, 2021	Dec 31, 2020	Sept 30, 2020	June 30, 2020
Cash	71,127	106,779	142,262	9,269
Current Assets	72,509	1,383	143,645	10,987
Investment in associates	508,135	531,143	527,960	560,877
Other assets	140,000	150,000	160,000	200,000
Total assets	720,644	789,305	831,605	771,864
Total liabilities	669,512	608,930	572,521	236,512
Working capital (deficiency)	(216,059)	(500,768)	(428,876)	(163,284)
Shareholder equity (deficiency)	51,133	180,375	259,084	535,352
Net loss and comprehensive loss	(129,242)	(78,708)	(401,450)	(38,780)
Loss per Share	(0.001)	(0.001)	(0.01)	(0.00)

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	Three Months Ended			
	March 31, 2020	Dec 31, 2019	Sept 30, 2019	June 30, 2019
Cash	4,378	9,981	45,333	68,318
Total Current Assets	6,096	11,699	48,702	106,509
Investment in Associates	538,685	533,557	528,279	-
Other Assets	200,000	200,000	200,000	-
Total assets	744,781	745,256	776,981	106,509
Total Liabilities	170,650	101,832	72,529	300,713
Working capital (deficiency)	(164,554)	(1,795)	(23,827)	(194,204)
Shareholder equity (deficiency)	574,132	643,423	704,452	(194,204)
Net loss	(72,272)	(61,028)	(20,171)	(133,685)
Loss per Share	(0.01)	(0.00)	(0.01)	(0.00)

FINANCIAL POSITION

Total assets

On March 31, 2021, total assets were \$720,644 (March 31, 2020 - \$744,781) representing a slight decrease during the period. There was no exercise of warrants or exercise of stock options in the period (March 31, 2020 - \$ Nil).

Total liabilities

During the period ended March 31, 2021, total liabilities were \$669,512 (March 31, 2020 - \$189,960) and consists of short term trade payables, amounts owing to related parties and loans payable including CEBA loans.

OUTSTANDING SHARE DATA

As at March 31, 2021, the Company had the following securities issued and outstanding:

Shares Issued	Warrants Outstanding	Options Issued	Fully Diluted
46,907,138	22,521,410	7,400,000	76,828,548

SHARE CAPITAL TRANSACTIONS

During the period ended March 31, 2021, the Company issued nil common shares.

STOCK OPTIONS

During the Quarter ended March 31, 2021 no options were granted to Directors, (March 31, 2020 – Nil)

Details of stock options outstanding and exercisable as of March 31, 2021 are as follows:

Expiry Date	Exercise Price	Weighted average remaining contractual life (years)	Outstanding	Exercisable
September 16, 2024	\$0.10	3.46	3,900,000	3,900,000
December 16, 2029	\$0.10	8.71	3,500,000	7,400,000

There were 7,400,000 stock options outstanding and exercisable as at March 31, 2020.

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WARRANTS

Expiry Date	Weighted average exercise price \$	Weighted average remaining contractual life (years)	Outstanding
September 15, 2021	0.10	0.71	2,000,000
September 22, 2022	0.25	1.73	2,500,000
July 20, 2023	0.10	2.04	521,410
September 22, 2024	0.10	3.73	13,500,000
July 19, 2025	0.10	4.54	2,000,000
September 20, 2025	0.10	4.73	2,000,000
	0.12	3.37	22,521,410

COMMITMENTS

As of March 31, 2021, the Company is committed to providing up to US\$3,000,000 to assist GFDCL in building a greenhouse and a building to house a processing plant on the leased land in Jamaica. As of March 31, 2021, the Company already made capital contributions of \$260,038 USD (approximately CA\$310,000).

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.

During the quarter ended March 31, 2021, the Company was charged \$15,000 in professional fees (2020: \$15,000) by the President of the Company. As of March 31, 2021, the amounts remain outstanding.

During the quarter ended March 31, 2021, the Company was charged \$15,000 in professional fees (2020: \$15,000) by the Vice President & Chief Operation Officer of the Company. As of March 31, 2021, the amounts remain outstanding.

During the quarter ended March 31, 2020, the Company was charged \$1,500 in professional fees (2020: \$1,500) by the Chief Financial Officer of the Company for accounting services. As of March 31, 2020, the amounts remain outstanding.

In Q2 2021, The Company advanced \$8,500 USD to GFDCL. 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 craft hemp at the highest standards. These are in the form of loans and are to be repaid from future profits.

RECENT ACCOUNTING PRONOUNCEMENTS

(a) Adoption of New or Amended Accounting Standards

Effective October 1, 2019, the Company adopted IFRS 16 which supersedes IAS 17 Leases ("IAS 17"). The Company has applied the new standard using the modified retrospective approach with no restatement of comparative periods. The cumulative effect of initial adoption of IFRS 16 is adjusted to accumulated deficit at the adoption date. The adoption of IFRS 16 does not have material impact on the Company's financial statements as the Company does not have long-term leases in place.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee (IFRIC) that are mandatory for accounting periods beginning

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on or after October 1, 2019, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the above

SIGNIFICANT ACCOUNTING POLICIES

(a) 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 monitors future cash requirements to assess the Company's ability to meet these future funding requirements. Further information regarding going concern is outlined in Note 1.

(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

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discounted future cash flow models, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates.

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's cash is 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 does not have financial assets measured at FVTPL.

Financial liabilities

All financial liabilities are initially recorded at fair value and classified as measured at amortized cost or FVTPL

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, loans and promissory notes payable and due to related parties are measured at amortized cost.

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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 does not have liabilities measured at 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.

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.

(c) Investment in associate

The Company has an investment in an associate. An associate is an entity over which the Company exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but without control or joint control over those policies. The Company accounts for its investment in associate using the equity method of accounting. Investment in the associate accounted for using the equity method is initially recognized at cost. Subsequent to initial recognition, the carrying value of the Company's investment in an associate is adjusted for the Company's share of comprehensive income (loss) and distributions of the investee. The carrying value of the associate is assessed for impairment at each statement of financial position date.

(d) Joint arrangements

A joint arrangement classified as such when the arrangement provides joint control to the parties. Joint control is the contractually agreed sharing of control of an arrangement which exists only when decisions about the relevant activities require unanimous consent of parties sharing control. The Company recognizes joint arrangements as either joint ventures or joint operations depending on the circumstances of each arrangement. The assets, liabilities and results of joint operations are included within the respective line items of the statements of financial position, statements of comprehensive loss, statements of changes in equity (deficiency) and statements of cash flows where an arrangement is classified as a joint operation. Arrangements classified as a joint venture are accounted for using the equity method of accounting. The Company's interest in an investee is initially recorded at cost and is subsequently adjusted for the Company's share of changes in the net assets of the investee, less any impairment in the value of individual investments, and any dividends paid. Currently the Company has not classified any arrangements as a joint venture or a joint operation.

(e) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss for the year except to the extent that it relates to items recognized either in other comprehensive income (loss) or directly in equity, in which case it is recognized in other comprehensive income (loss) or in equity, respectively. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

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Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(f) Share Capital and Warrants

The Company records in shareholders' equity proceeds from share issuances net of issuance costs and any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the agreement to issue shares was concluded. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders' equity.

The Company allocates the proceeds received upon issuance of equity units for cash, consisting of shares and warrants, using residual method with respect to the measurement of shares and warrants issued.

(g) Share-based Payments

From time to time, the Company grants options to purchase common shares to directors, officers, employees and non-employees. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. The fair value of the options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

(h) Loss per Share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares issued and outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per common share. Diluted and basic loss per share are the same because the effects of potential issuances of shares under options and warrants would be anti-dilutive.

(i) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

OTHER ASSETS

On March 30, 2019, the Company entered into a binding Letter of Agreement (the "Cultivation Agreement") with 2683859 Ontario Ltd. ("2683859"), whereby the principals of 2683859 agreed to provide expertise to establish an EU GMP facility in Jamaica commencing by December 31, 2019, and to oversee the day to day activities in the facility for

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five years. The Company issued 10 million common shares with a fair value of \$200,000 to 2683859 in consideration for entering into the Cultivation Agreement.

The Company is amortizing the consideration over the term of the Cultivation Agreement. The carrying value of the consideration as of March 31, 2021 was \$140,000 (2019: \$200,000). During the period ended March 31, 2021 the Company recognized a service expense of \$10,000, which is included in share-based payments on the statements of comprehensive loss.

INVESTMENTS IN ASSOCIATE

On April 6, 2019, the Company entered into a Letter of Agreement (the "Property Agreements") with Dion Tetrault, the holder of 25% of Gillespie Farmers Delight Company Limited ("GFDCL"). Under the terms of the Property Agreement, the Company acquired a 25% interest in GFDCL by the issuance of 13,500,000 Units with a fair value of \$425,427. Each Unit comprised one common share and one share purchase warrant exercisable for five years at a price of \$0.10 per share.

On July 30, 2019, the Company entered into the Jamaican Joint Venture Agreement with Errol A. Gillespie, who owns 52.5% of GFDCL, and Preferred Dental Technologies Inc. ("PDTI"), which owns 22.5% of GFDCL. By virtue of its purchase of the Dion Tetrault shares, the Company owns 25% of GFDCL. Under the terms of the Jamaican Joint Venture Agreement, the Company is committed to provide up to US \$3 million capital contribution to facilitate initial activities related to growing, cultivating, and processing craft hemp. During the period ended March 31, 2021, the Company paid US\$8,500 to GFDCL. A total of \$260,038 USD has been advanced to GFDCL as of March 31, 2021.

The following table summarizes the financial information relating to GFDCL:

	Q2 2021	Q2 2020	Q2 2019
	JMD\$	JMD\$	JMD\$
Net loss for the period	(143,054)	(46,363)	(5,843)
Current assets	124,900	156,124	3,078
Non-current assets	578,329	1,270,890	749,269
Total assets	540,857	1,380,651	752,347
Current liabilities	330,369	144,146	37,589
Non-current liabilities	608,798	1,367,922	614,740
Total liabilities	939,167	1,512,068	652,329
Net assets	(398,310)	(131,417)	100,018

LOANS AND PROMISSORY NOTES PAYABLE

In fiscal 2020 the Company entered into various Promissory Note Agreements (the "Notes") with a counterparty totalling \$312,201, including \$278,760 (US\$200,000) denominated in US dollars ("USD"). The foreign exchange impact on the notes denominated in USD totaled \$11,980 during the period ended December 31, 2020. The Notes are due on demand and non-interest bearing. As consideration for providing the loan by the party, the Company issued 2,000,000 warrants which were fair valued using the Black Scholes option pricing model at \$50,101, which has been expensed as financing costs and included in share-based payments on the statements of comprehensive loss for the period ended December 31, 2020. Each warrant is exercisable for five years at a price of \$0.10 per warrant.

On September 2, 2020, the Company received a loan from the Canadian government's Canada Emergency Business Account ("CEBA") Program in the amount of \$40,000. The CEBA is a government guaranteed loan of up to \$40,000 that is interest-free until December 31, 2022. The loan is available to help businesses with operating costs during COVID-19.

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Twenty-five percent of the loan amount (\$10,000) is eligible for forgiveness as long as the business pays back \$30,000 on or before December 31, 2022. If the business cannot pay back the loan by December 31, 2022, it can be converted into a three-year term loan at an interest rate of 5%. The principal amount of \$40,000 is recorded as a non-current loan payable as at December 31, 2020.

On December 15, 2020, The Company received the expanded Canada Emergency Business Account (CEBA) loan for \$20,000 for COVID-19 relief. Total CEBA loans received to date total \$60,000. In Q1 2021, the company received loans of \$19,000 CDN from a Related Party. The Company repaid a \$10,000 promissory note owing to a related party

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:

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 cash, 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. On March 31, 2021, the Company had \$71,127 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.

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e) Foreign Currency Risk

Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the Canadian dollar. The Company has not entered into any foreign currency contracts to mitigate risk, but manages the risk by minimizing the value of financial instruments denominated in foreign currency. The Company is exposed to foreign currency risk to the extent that the following monetary assets and liabilities are denominated in USD:

Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the Canadian dollar. The Company has not entered into any foreign currency contracts to mitigate risk, but manages the risk by minimizing the value of financial instruments denominated in foreign currency. The Company is exposed to foreign currency risk to the extent that the following monetary assets and liabilities are denominated in USD:

	March 31, 2021
Balance in USD:	
Cash	\$ 53,734
Loans and promissory notes payable	(266,780)
Net exposure in US dollars	(213,046)
Balance in Canadian dollars:	\$ (230,514)

Although the company deals in US dollars to a significant extent the impact of currency changes is minimal. All the loans and notes payable have no predetermined interest implied and consideration has been paid by issuance of warrants. The impact of currency fluctuations would show up in exchange rate gain or loss which are relatively small and therefore immaterial.

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.

There have been no changes to the Company's approach to capital management during the period ended March 31, 2021.

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'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 step 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 an 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 craft hemp growing program, and its ability to construct an efficient extraction plant, which may be affected by a number of unknown factors.

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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 issued 10 M common shares to 2683859 ONTARIO LTD. as consideration for signing the "Cultivation Agreement".

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 contract of \$36,000.

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 craft 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, defence 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, dishonest 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.

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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'.

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. An 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 craft hemp. Jamaica is within the path of hurricanes and it is possible that during hurricane season the 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 craft 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 conservatively estimated at 50% of gross revenue in the Pro Forma; industry average costs vary 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;

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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 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 craft 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.

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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 Company is dependent on raising funds through debt or equity offerings in order to continue 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

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 its 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

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serious impact on the business. Shareholders must be prepared to rely solely on the directors' and officers' ability to develop the proposed business.

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 farmland, 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.

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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 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 has received a "Letter of No Objection" from the Jamaican Cannabis Licensing Authority (CLA) outlining the terms and conditions required by the Jamaican authorities in order to grow and process craft hemp in Jamaica. The company is in the process of procuring retail, wholesale, import and export permits and licenses for its craft hemp operations, in preparation for sale of its biomass and processed products.

COVID-19

Since January 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID- 19 outbreak are unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

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.

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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, 2020 that are 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 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 accurately reflected in the accompanying 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, 2021, the Company had cash of \$71,127 (March 31, 2020 – \$4,378). The Company's working capital deficiency as of March 31, 2021 was \$260,038 - (2020 - \$164,554).

As of the date of this MD&A, the Company had cash of approximately \$70,000, 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. There is no guarantee that the Company will be able to realize the funds needed for the business through the issuance of its shares or debt financing. 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 \$4,000/mo. for its office 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 issued 20,000 units for an exempt private placement with a close friend of a director subsequent to Q2.

Shares issued for debt settlement

On September 16, 2019, the Company issued 2,000,000 Units in connection with various debt settlement agreements entered into with arm's length creditors. Each Unit comprised one common share and one share purchase warrant exercisable for three years at a price of \$0.10 per share. The debt had a carrying value of \$40,000.

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On September 16, 2019, the Company issued 664,330 common shares in connection with various debt settlement agreements entered into with the Company's shareholders. The debt had a carrying value of \$62,883

On September 23, 2019, the Company issued 1,850,000 Units in connection with various debt settlement agreements entered into with arm's length creditors. Each Unit comprised one common share and one share purchase warrant exercisable for one year at a price of \$0.25 per share. The debt had a carrying value of \$185,000.

On September 23, 2019, the Company issued 650,000 Units with a fair value of \$13,000 in connection with a debt settlement agreement entered into with a Company shareholder. Each Unit comprised one common share and one share purchase warrant exercisable for one year at a price of \$0.25 per share. The debt had a carrying value of \$65,000.

APPROVAL

The Board of Directors of Namex Ventures 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 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.

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SUBSEQUENT EVENTS

The Company granted 190,000 warrants at \$0.10 per warrant for a period of 3 years, expiring April 22, 2021 in consideration of a Related Party Loan totaling \$19,000 CDN.

The Company issued 33,333 shares at \$0.33 USD (\$0.375) for debt of \$10,000 USD (\$12,500 CDN).

The Company entered into a Loan Agreement with a Related Party in the amount of \$8,000 USD which was advanced in Q2. The loan has no term and bears interest at 0%. In consideration of the loan, the company agreed to issue 150,000 warrants at a price of \$0.25 per share for a period of 5 years, expiring April 22, 2026.

The Company issued 100,000 common shares at a deemed price of \$0.10 per share for a Finder's Fee which was approved in FYE 2019-2020.

The Company accepted a Private Placement of \$5,000 for 20,000 Units at a price of \$0.25 per unit. Each unit is composed of one common share of the Company and one Share purchase warrant to purchase one additional share at an exercise price of \$0.50 per share for a period of 24 months, expiring April 13, 2023.