Management Discussion and Analysis

For the nine months ended June 30, 2016

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Abattis Bioceuticals Corp. ("Abattis" or the "Company") for the nine months ended June 30, 2016 and to the date of this report.

This MD&A is prepared in conformity with National Instrument 51-102F1. The MD&A should be read in conjunction with unaudited condensed interim consolidated financial statements for the six months ended March 31, 2016 and the audited consolidated financial statements for the year ended September 30, 2015, prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of the Company's condensed consolidated interim financial statements.

Additional information related to Abattis is available on SEDAR at www.sedar.com and on the Company's website at www.abattis.com.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated.

This MD&A has been prepared as of August 30, 2016.

FORWARD-LOOKING INFORMATION

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Statements regarding the adequacy of cash resources to carry out the Company's business plan or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 22of this MD&A. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

OVERVIEW

The Company was incorporated as Sinocan Capital Group Inc. under the Company Act (British Columbia) on June 30, 1997 and was classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX") Policy 2.4. On September 29, 1997, the Company changed its name to Sican Ventures Inc. On September 14, 2009, the Company changed its name to Abattis Biologix Corporation. The Company was listed and began trading on the Canadian Securities Exchange (formerly the Canadian National Stock Exchange) ("CSE") on December 23, 2010. On September 5, 2012, the Company changed its name to Abattis Bioceuticals Corp.

Abattis Bioceuticals Corp. is a specialty biotechnology company with capabilities, including through those of its wholly owned subsidiaries, to develop and commercialize natural health (nutraceutical) products and to conduct research and development to create plant-based (botanical) intellectual property and ingredients for the pharmaceutical, nutraceutical, bioceutical and cosmetic markets. Current areas of focus are expanding and commercializing existing product lines for the Canadian, US, Asian and other markets in order to generate cash flow; as well as growth through collaborations, acquisitions and business development. Abattis follows strict standard operating protocols, and adheres to the applicable laws of Canada and foreign jurisdictions.

The Company's head office is located at Suite 1040 – 9295 198th Street Langley, British Columbia, V1M 3J9, and the Company's Canadian operating facility is located at 104 - 9295 198th Street, Langley, BC.

In the first quarter of 2011 the Company acquired Biocell Algae (Immune System Support) a complimentary Natural Health Product to the Anti Viral Flu Intellectual Property and hired a new President and CEO who brought in a new board of directors and that team acquired three new formulations.

On June 17, 2011 the Company was listed on the OTC Markets Pink Sheets to enable easier access to American Investors. During the 2011 calendar year management worked to structure the Company and identify assets that would be useful in nutraceutical and bioceutical production. In December 2011 the Company entered into an agreement to acquire Northern Vine Canada Inc. (a cGMP nutraceutical production facility in Langley, BC) and its Sci-Naturals brand and closed the acquisitions in August 2012.

In March 2012 the Company acquired Animo Wellness Corporation, which owned 77 Natural Health Product Licences issued by Health Canada. These range from (A) Aloe Vera to (Z) Zinc. On July 23, 2012, the Company held its AGM and the Company's shareholders approved a 5:1 reverse split, and the acquisition of proprietary Flash Freeze Extraction Equipment as well as a large portfolio of natural health product internet domain names. On January 28, 2014 the name of the Animo changed to Ijuana Canabis Inc.

On September 11, 2012, the Company changed its name to more accurately reflect the nature of its business of bioceuticals and botanical drugs from Abattis Biologix Corp. to Abattis Bioceuticals Corp.

In October and December 2012 the American and Canadian governments started to change their stance on marijuana. This created a new opportunity for the Company, which is well positioned to process value added products derived from Cannabis.

From February 21, 2014, the Company's common shares commenced trading under the new stock symbol "ATT".

HIGHLIGHTS AND PERFORMANCE SUMMARY

- The Company placed great emphasis on focusing on core assets and preparing for future product sales in the period ending June 30, 2016. Non-core and under utilized assets were disposed of, product development and production and marketing strategies were further refined and natural health product research and compliance work was undertaken. Intensive measures were taken to significantly reduce overhead and operating costs of the Company during the fiscal year.
- In May 2015 the Company incorporated a new Subsidiary, Vergence Visionary Bioceuticals Corp, established to market and sell the product and ingredient assets of Abattis. The Officers of the Company are Bill Fleming and Rene David.
- On July 23, 2015, the Company announced opening of a private placement of up to $150,000. The placement closed on August 20, 2015 for gross proceeds of $297,454.
- In August 2015 Abattis changed its auditors from MNP LLP to Deloitte LLP upon recommendation from the Company's Audit Committee.
- On August 21, 2015, Abattis sold the tangible asset, the flash freeze extractor prototype (FFE) and the intangible asset, the poultry avian flu patent, for $100,000 and 2.1 million free-trading shares of Abattis stock. The sale furthered the Company's disposal of non-core assets to allow focus on near term product revenue generation and strategic acquisitions.
- In September 2015, Abattis appointed Jim Irving and Brazos Minshew to the Board of Directors. Andrea Bates joined Vergence as Chief Marketing Officer responsible for the marketing and sale of Abattis products.
- In October 2015, Abattis began leasehold improvements for its subsidiary, Northern Vine Canada Limited, in support of its application for a Controlled Substance License. Northern Vine's first inspection in support of obtaining this License was completed on January 29, 2016.
- Phytalab operated and generated revenue in the period ending September 30, 2015. Recent estimates by the Washington State Licensing Board indicate that Phytalab held the 3rd largest market share of analytical testing services in the Washington State with 9% market share. Despite this success, revenues did not sufficiently cover operating expenses and Abattis' focus is currently on developing strategies for revenue generation through

product sales. Operations were therefore suspended in October 2015 to prevent financial losses and assets were consolidated with Abattis. The analytical license remains valid and a State re-inspection will be required if and when operations resume in a new location.

- On November 16, 2015, Abattis announced the opening of a non-brokered private placement of up to $500,000 to support product production and laboratory completion. The placement was closed on December 3, 2015, issuing 10,500,000 share units at a price of $0.05 per Unit. Each share consisted of one common share and one common share warrant.
- During the nine months ending June 30th, 2016, the Company issued the following Common Shares and Convertible Notes:

  - On April 18, 2016, 1,798,000 Common Shares at $0.06 per share for services and to retire debt for a total of $107,993.34. Some recipients were related persons of the Company.

  - On April 19, 2016 1,200,000 Common Shares at $0.06 per share were issued for services rendered for a total of $72,000. Some recipients were related persons of the Company.

  - On May 2, 2016 1,653,254 Common Shares at $0.05 per share were issued for services rendered for a total of $82,662.70 for services rendered. Some recipients were related persons of the Company.

  - On May 30, 2016 5,140,671 Common Shares at $0.05 per share were issued for services rendered and to retire debt for a total of $257,033.55. Some recipients were related persons of the Company.

  - On May 30, 2016 1,019,171 Warrants to Purchase Common Shares at $0.07 were issued on debt conversion for a total of $0. No recipients were related persons of the Company.

  - On June 30, 2016, 1,959,020 Common Shares were issued at $0.04 per share for services rendered for a total of $78,360.00. Some recipients were related persons of the Company.

  - On July 31, 2016, the Company announced that is arranged a credit facility for up to $50,000 from Crimson Opportunities Ltd., a company owned and controlled by Rene David, CFO of Abattis. The facility is evidenced by a convertible promissory note (the "Note") which is unsecured and is due 24 months from the date of the issuance of the Note, upon and event of default or upon a private placement of at least $25,0000 in gross proceeds (the "Maturity Date"). Interest accrues at a rate of 10% per annum and is payable quarterly. The principal and interest under the Note is convertible at the election of the Lender with the conversion price being the lower of (i) $0.05 per Common Share; or (ii) the allowable discounted to market price for each Common Share as permitted by the rules of the Canadian Securities Exchange (the "Exchange"). All securities issued in conjunction with the Facility will be subject to a four-month hold period under the applicable securities law. The Facility also requires a $5,000 CAD initiation fee.

  - On August 12, 2016, 2,621,452 Common Shares were issued at $0.035 per share for services rendered for a total of $91,750.82. Some recipients were related persons of the Company.

Overall strategy

Abattis Bioceuticals Corp's overarching strategy is to focus on three business segments in support of its natural health products business:

- Sciences: research and development and analytical services, primarily through its proposed Northern Vine laboratory plans
- Products: revenue generation through the sale and marketing of proprietary, formulated natural health products and ingredients
- Technologies: unique systems and technologies that will generate royalties and license fees in support of the botanical drug and natural health product markets

Abattis is diligently looking to build revenue through its proprietary products and formulas and is actively pursuing potential nutraceutical brand name products for acquisition, co-branding or licensing. Near-term focus is on implementation of the sales and marketing strategy and business plan for proprietary natural health products and ingredients.

On August 10, 2016, Abattis announced that it has entered into an exclusive distribution agreement with the Jiangsu Regent Granary Trading Co., Ltd. ("Jaingsu"). Jaingsu is one of a select few that is exporting Canadian beef to China They also export canola, dried fruit and will also include Abattis' line of Phtnos Superfruit tonics and VitaGum in mainland China. Jaingsu will utilize its network and sales experience to cultivate a market for Abattis offering. Jaingsu has certain sales revenue targets under the agreement; failure to achieve such targets will allow Abattis to terminate the Agreement.

Abattis will continue to develop, and has a mid- to long-term focus on expanding it's range of products to target and satisfy important National and International market needs. This includes co-formulating existing and future product lines with Cannabinoids to meet the growing demand for medical and nutraceutical products and supplements in this market vertical both domestic and international.

Narcotic Control Regulation's licensing

Northern Vine Canada Inc. has applied for a Controlled Drugs and Substances Dealer's License, and is considered eligible for this license under the Narcotic Control Regulations of Canada as a corporation that has its head office in Canada or operates a branch office in Canada.Northern Vine's first inspection in support of obtaining this License was completed on January 29, 2016.

Abattis is continuing its efforts to move into food and hemp product nutraceuticals and technologies and has made great strides in securing the Jaingsu Agreement in China.

Licensing efforts in the marijuana sector have been longstanding and expensive. Our applications remain in an incubated state. All efforts have been made to gain approvals and Abattis will continue its efforts until all avenues have been exhausted.

Along with its licensing efforts, Abattis is concentrating on high value ingredients of botanical products and formulating a plan to monetize a hemp based nutraceutical products and technologies.

RESULTS OF OPERATIONS

Nine months ended June 30, 2016 compared with nine months ended June 30, 2015

The Company incurred a net loss and comprehensive loss of $1,552,152 during the nine months ended June 30, 2016 a decrease of $853,630 when compared with the loss of $2,410,782 for the nine months ended June 30, 2015. The decrease in net loss is primarily the result of the change in the followings expenses during the nine months ended June 30, 2016:

- Accounting and audit fees decreased from $126,029 to $20,000 for the nine months ended June 30, 2016. This decrease is primarily due to a focus on cost containment and efficiency as well as establishing the in-house accounting.
- Adverting expenses decreased to $69,094 for the nine months ended June 30, 2016, from $91,754 for the nine months ended June 30, 2015. This decrease is primarily due to a focus on cost containment and efficiency.
- Legal fees decreased to $49,549 for the nine months ended June 30, 2016, from $703,762 for the nine months ended June 30, 2015. This decrease is primarily due to the reduction in legal fees in respect of the acquisitions, issuance of stock options and the incorporation of new subsidiaries during the nine months ended June 30, 2016.
- Management and consulting fees increased to $893,407 for the nine months ended June 30, 2016 from $703,762 for the nine months ended June 30, 2015. The increase was primarily a result of different fees charged to consultants for new business ventures as well as payments made on management changes.
- Office and general administration fees decreased to $341,453 for the nine months ended June 30, 2016, from $597,986 for the nine months ended June 30, 2015. This decrease is primarily due to decreasing rent and other expenses related to Phytalytics and Squamish properties and a focus on cost containment and efficiency.
- Regulatory and transfer agent fees decreased to $39,375 for the nine months ended June 30, 2016, from $60,939 for the nine months ended June 30, 2015. This decrease is primarily due to a focus on cost containment and efficiency.
- Research costs decreased to $34,647 for the nine months ended June 30, 2016, from $70,262 for the nine months ended June 30, 2015. This decrease is primarily due to a focus on cost containment and efficiency as well as the completion of certain research and development activities related to product formulations.
- Share-based payment decreased to $4,886 for the nine months ended June 30, 2016, from $47,700 for the nine months ended June 30, 2015. This decrease is due to a decrease in granting stock options during period ended June 30, 2016.

SUMMARY OF QUARTERLY RESULTS

Three months ended	Revenue	Net Loss and other Comprehensive loss	Basic and diluted loss per common share
June 30, 2016	$ -	$ 359,974	$0.00
March 31, 2016	-	697,559	0.01
December 31, 2015	54	499,618	0.01
September 30, 2015	15,815	3,162,872	0.03
June 30, 2015	14,225	601,094	0.01
March 31, 2015	34,240	1,024,237	0.01
December 31, 2014	27,660	785,451	0.01
September 30, 2014	7,720	1,023,739	0.01

The primary factors affecting the magnitude and variations of the Company's losses are summarized as follows:

- Loss of $697,559 in Q2/2016 was less than loss of $1,024,237 in Q1/2015. This decrease mainly is due to a decrease in legal fees, accounting and audit fees, research, and regularity and transfer agents' fees as presented above table above under results of operation for three months. The loss of $697,559 in Q2/2016 was slightly more than $499,559 in Q1/2016 due to a decrease in consulting fees and advertising. The loss in Q2 and Q1/2016 was less than $3,162,872 in Q4/2015.This decrease mainly is due to recoding impairment loss of tangible assets, intangible assets and goodwill in Q4, 2015.
- Loss of $499,618 in Q1/2016 was less than loss of $3,162,872 in Q4/2015 and $601,094 in Q3/2015.This decrease mainly is due to recoding impairment loss of tangible assets, intangible assets and goodwill in Q4, 2015. Also, there was a decrease in accounting and audit fees, legal fees, management and consulting fees, and office and general expenses as presented above table above under results of operation for three months.

- Loss of $3,162,872 in Q4/2015 was more than loss of $601,094 in Q3/2015 and $1,024,237 in Q2/2015.This increase mainly is due to impairment loss of tangible assets, intangible assets and goodwill. On the other side there was a decrease in accounting and audit fees, legal fees, management and consulting fees, and office and general expenses.
- Share-based compensation of $193,534 in Q4/2015 was lower than $4,915,287, which was recognized in Q2/2014 in respect of 5,619,000 options granted to executive officers, directors, and consultants.
- In Q4/2015, the Company sold the patent application relating to a method in preventing and treating avian influenza in birds, purchased in 2009, and sold the Flash Freeze Extractor (FFE) prototype, recognizing a loss of $392,921.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2016, the Company had a cash balance of $338 (September 30, 2015 - $157,758) and a working capital deficiency of $674,518 (September 30, 2015 - $787,857).

The Company continues to use its cash resources to fund its administrative requirements and product development and launch. As the Company does not currently generate revenue, cash balances, will continue to decline as funds are used to conduct its operations, unless replenished by capital fundraising. As the Company is undertaking to launch products for sale in 2016, cash flow projections show revenue beginning in 2016 and climbing based in line with marketing expenditures.

In order to fund the Company's ongoing operational needs, the Company will need additional funding through equity or debt financing, joint venture arrangements or a combination thereof. The Company's operations to date have been financed by the issuance of its common shares and debt instruments. The Company continues to seek capital through various means including the issuance of equity and debt. While the Company has been successful in raising funds in the past, there is no assurance that it will continue to do so in the future or that it will be available on a timely basis or on terms acceptable to the Company.

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. 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. If the Company is unable to obtain sufficient funding, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern will be in significant doubt. The Company has incurred $15,105,400 in losses from inception including a net loss of $ 1,557,152 for the period ended June 30, 2016.

FINANCIAL INSTRUMENTS

As at March 31, 2016, the Company's financial instruments are comprised of cash, cash held in trust, marketable securities, investments and term deposits, trade and other receivables, trade and other payables and advance payable. The Company's financial instruments are exposed to certain risks, which include credit risk, interest rate risk and liquidity risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash, cash held in trust, term deposits and trade and other receivables are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. As at March 31, 2016 and September 31, 2015, the Company's exposure is the carrying value of the financial instruments. As at March 31, 2016, the balance of marketable securities is nil.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained cash at March 31, 2016 in the amount of $40,830 (September 30, 2015 – $157,758), in order to meet short-term business requirements. At March 31, 2016, the Company had accounts payable and accrued liabilities and advances payable of $952,403 and $18,871, respectively (September 30, 2015 – $1,118,089 and $18,871, respectively). All accounts payable and accrued liabilities and advances payables are current.

Market risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the year in the financial statements is interest income on Canadian dollar cash and term deposits. The Company is not exposed to significant other price risk.

Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash and cash equivalents and accounts payable and accrued liabilities are partly held in US dollars ("USD"); therefore, USD accounts are subject to fluctuation against the Canadian dollar. Based on the net exposures as at March 31, 2016, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD would increase/ decrease profit or loss by $37,178.

OUTSTANDING COMMON SHARE DATA

There are an unlimited number of common shares without par value authorized for issue.

At June 30, 2016, there were 106,625,344 issued and fully paid common shares and 1,750,000 common shares in treasury.

As at the date of this MD&A, the Company has 109,246,796 common shares issued and outstanding, 6,160,000 share purchase options outstanding and 20,300,818 share purchase warrants outstanding. On a fully diluted basis, 118,463,903 common shares were outstanding.

TRANSACTIONS WITH RELATED PARTIES

Transactions with associates

During the year ended September 30, 2014, the Company provided a short-term loan of $24,543 to IPS. This amount was fully impaired during the year ended September 30, 2015.

Key management personnel compensation

		For the nine months ended June 30, 2016		
Name	Position	Management and consulting fees	Share based compensation	Total
William (Bill) Fleming (i)	CEO	$ 84,500	$ -	$ 84,500
Michael Yung	CEO	14,526	-	$14,526
Rene David (iii)	CFO	132,875	-	132,875
Brazos Minshew (v)	Director	6,486	-	6,486
Guy Dancosse (vi)	Director	14,500	-	14,500
Dunlap Codding, P.C. (vii)	Director	25,590	-	25,590
James Irving (x)	Director	14,000	-	14,000
		$ 277,951	$ -	$ 277,951

Share-based compensation referring to fair value of stock options were granted to directors and officers.

i) The Company paid management fees of $84,500 to Manewagi Technologies Incorporated, a company controlled by Mr. Bill Fleming (March 31, 2015 – 72,250).

During the period ended June 30, 2016, the Company issued common shares to Mr. Bill Fleming to settle his accounts payable. Mr. Fleming resigned as the CEO of Abattis in May 2016.

ii) On January 27, 2015, Mr. Mike Withrow resigned his role as CEO and president. The Company paid management fees of $nil to Chiron Capital Inc., a company controlled by Mr. Withrow during the period ended June 30, 2016 (June 30, 2015– $58,332).

iii) The Company paid management fees of $132,875 to Crimson Opportunities Ltd., a company controlled by Mr. David during the period ended June 30, 2016 (June 30, 2015 - $132,000). During the period ended June 30, 2016, the Company issued common shares in lieu of cash payments to Crimson Opportunities Ltd.

On May 21, 2014, the Company leased a facility from Crimson Opportunities Ltd. to manufacture and warehouse its proprietary Biocube systems. During the period ended June 30, 2016, the Company paid $3,205 lease expenses (March 31, 2015 - $ 19,230). The lease was terminated on October 31, 2015.

At March 31, 2016, $45,825 due to Crimson Opportunities Ltd. and $6,992 due to Rene David were included in trade and other payables (September 30, 2015 – $5,548).

iv) On February 1, 2015, the company entered into a settlement agreement with Mr. Fealey. Based on the agreement, the consulting agreement with Mr. Fealey was terminated and the outstanding amount owing of $235,024 (2014 - $104,182) to Mr. Fealey was settled for US$32,000. The Company is required to pay this amount in six equal payments (each US$5,333) from February to July 2015. Three payments have been made (US$16,000).

The Company entered into an advisory agreement with Mr. Fealey on February 1, 2015. Based on this advisory agreement, the Company granted 325,000 stock options with a fair value of $27,577 to Mr. Fealey.

At June 30, 2016, $20,754 (US$ 16,000) due to Mr. Fealey was included in trade and other payables (September 30, 2015 - $21,430).

v) During the period ended June 30, 2016, the Company paid management and consulting fees of $6,486 (US$ 5,000) to Mr. Minshew (June 30, 2015 – $95,257).

At June 30, 2016, $6,486 (US$ 5,000) due to Mr. Minshew was included in trade and other payables (September 30, 2015 - $6,697- US$ 5,000).

vi) During the period ended June 30, 2016, the Company recorded consulting and management fees of $14,500 to Mr. Dancosse. The Company issued common shares in lieu of cash to Mr. Dancosse (June 30, 2015 – management fee $nil, 100,000 stock options with estimated fair value of $20,422 were granted).

vii) The Company recorded legal fees of $25,590 (US$19,728 to Dunlap Codding, P.C., of which of Mr. Douglas Sorocco is a one-third partner, during the period ended March 31, 2016 (March 31, 2015 - $148,333). During nine months ended June 30, 2016 nil stock options granted to Mr. Sorocco (June 30, 2015 200,000 stock options with estimated fair value of $60,491)

At June 30, 2016, $270,775 (US$208,754) (September 30, 2015 – $203,384- US$151,847) due to Dunlap Codding, P.C. was included in trade and other payables.

viii) The Company granted nil stock options to Mr. Robert Hedley former director of the company (June 30, 2015 – 50,000 stock options with estimated fair value of $15,123 were granted to Mr. Hedley and cancelled).

ix) The Company paid consulting fees of $nil to Think Sharp, a company controlled by Emanual Montenegrino, the director of the Company, during the period ended June 30, 2016 (June 30, 2015 – $72,273 consulting fees). Mr. Montenegrino resigned his role as director effective August 31, 2015.

x) During the period ended June 30, 2016, the Company recorded consulting and management fees of $14,000 to Mr. James Irving .The Company issued 100,000 common shares with a fair value of $9,000 in lieu of cash to Mr. Irving (June 30, 2015 –$nil).

At June 30, 2016, $5,000 (due to Mr. Irving was included in trade and other payables (September 30, 2015 - $nil).

Transactions with related parties are measured at the exchange amount of consideration established and agreed to by the related parties.

COMMITMENTS

i) On April 20, 2012, the Company entered into a five-year exclusive distribution agreement with Hedley Enterprises Ltd. ("Hedley") to purchase, resell and distribute Abattis' line of natural products in Canada. Under the terms of the Agreement Hedley has acquired the exclusive right to sell and distribute Abattis' products to all retail distribution channels, which include health food stores, grocery stores, fitness facilities, and similar retail establishments.

ii) On November 1, 2012, the Company renewed a three-year office lease with Toro Holdings Ltd. and subsequently in June 2015 expanded the lease for 3 months up to January 31, 2016. Subsequent to the period on February 1, 2016, the Company renewed a three-year lease. The Company's minimum annual lease payments based on fiscal years are as follows:

Year		
2016	$	31,239
2017		31,113
2018		31,113
2019		10,371
	$	103,837

iii) On December 27, 2012, the Company entered into a license agreement with Vertical Designs Ltd. ("Vertical Designs"), a company controlled by a former director of the Company. Under the agreement, the Company has been granted the exclusive, worldwide rights to a patent license, with the right to grant sublicenses, to use the Bio Pharma technology for growing products at licensed facilities, which products may only be used as ingredients in the pharmaceutical, nutraceutical, cosmetic and wellness markets. The royalty provisions of the license agreement reflect that: (i) the royalty payable on net sales of all products sold by Abattis was 4%; (ii) in consideration for the grant of the Company's right to grant sublicenses, the Company will pay to Vertical Designs Ltd. a sublicense royalty of 15% of any monies or other consideration that the Company receives from any sublicense; and (iii) after two years, the Company will be required to pay to Vertical Designs Ltd. a minimum royalty payment of $25,000 per year and if the combined royalty payments paid from (i) and (ii) above do not equal $25,000 in any given year then the Company will be permitted to top up such amount with a cash payment. The first minimum royalty agreement is due on February 29, 2015. Under the terms of the agreement, the patent license will revert to Vertical Designs Ltd. in certain circumstances, including: (i) if the Company terminates the agreement; (ii) if the Company materially breaches or defaults in the performance of the agreement and has not cured such default within 60 days, or in the case of failure to pay any amounts due, then within 30 days, after receiving written notice from Vertical Designs Ltd. specifying the breach; (iii) if the Company discontinues its business of producing ingredients for pharmaceutical, nutraceutical, cosmetic or wellness markets; (iv) if the Company fails to pay the annual $25,000 minimum royalty payment for any year ending after the second anniversary of the agreement; or (v) if the Company becomes insolvent, makes an assignment for the benefit of creditors or has a petition of bankruptcy filed by or against it, which petition is not vacated or otherwise removed within 90 days after the filing thereof. The Company also agreed to pay Vertical Designs $250,000 for the purchase and sale of six complete Vertical Designs operational units. The purchase price will be paid in installments, dates and amounts are to be determined between the parties, with the first payment due on or before the earlier of five business days following the Company completing an equity and/or debt financing of any amount or the first business day in the seventh month following the date of the Bill of Sale.

During year ended September 30, 2015, VDL sent a letter advising they were terminating the license agreement discussed in Note 18(iv) by citing that the Company failed to comply with certain terms and conditions included in the license agreement. The Company believes that the terms in the license agreement have been followed; as a result, the license agreement should be valid. The Company intends to continue to honor the agreement and make any payments or provide any information required under the license. The Company provides for costs related to contingencies when a loss is probable and the amount is reasonably determinable. In the opinion of management, no grounds exist that justify the termination of the license agreement. It is the opinion of management, based in part on advice of legal counsel, that the ultimate resolution of the termination of the license agreement is undeterminable.

On January 12, 2016, Vertical Design Ltd. entered into an agreement to assign the patent license to Affinor Growers Inc. ("Affinor"). Affinor has confirmed that the Company will still have rights to use the technology.

iv) On October 1, 2013, the Company entered into a consulting agreement with Crimson Opportunities Ltd., a company controlled by the CFO of the Company for his services as CFO and COO. This consulting agreement was amended

February 1, 2015. Under the agreement, the Company will pay annual consulting fees of $165,000 (excluding GST). He will also be entitled to 25,000 common shares of the Company on a monthly basis.

v) On May 21, 2014, the Company entered into 5-year warehouse sublease in Squamish. The lease agreement terminated on October 30, 2015.

vi) On October 30, 2015, Phyatalytics LLC. terminated its lease agreement in Washington.

vii) During the year ended September 30, 2014, the Company entered into a 34-month office lease ending June 30, 2017. The Company's minimum annual lease payments are as follows:

Year		
2016		75,597
2017		58,418
	$	134,015

During the period ended March 31, 2016 the Company paid $35,877 lease payments (March 31, 2015 - $34,739), these amounts have been charged to the statement of loss and comprehensive loss during the period.

viii) On February 4, 2015, the Company entered into a US$25 million equity line facility agreement with Dutchess Opportunity Fund, II, LP, a Delaware Limited Partnership ("Dutchess"). The Company has filed a preliminary registration statement with the U.S. Securities & Exchange Commission ("SEC") on March 28, 2015 covering the Abattis shares that may be issued to Dutchess under this financing. After the SEC has declared the registration statement related to the transaction effective, the Company has the right at its sole discretion over a period of three years to sell up to US$25 million of common shares to Dutchess under the terms of the financing agreement, which shares will be issued at the current market price less permitted discounts in effect during such issuances. Proceeds from this transaction will be used to fund the continued development of the Company's GDERS (grow, dry, extract, refine, sell) strategy spanning the entire industry supply chain from seed to sale. The registration statement has not yet been declared effective by the SEC.

CONTINGENT LIABILITIES

- On September 20, 2012, a claim, which is based on a contract dated June 29, 2009 between the Company and the plaintiff, was filed against the Company. The plaintiff and the Company entered into an agreement dated May 16, 2011 to settle a dispute between the two parties over the contract dated June 29, 2009. The Company made an initial payment of $5,000 to the plaintiff, as per the agreement dated May 16, 2011. However, the plaintiff did not transfer the payment to an individual named in the agreement nor did the plaintiff instruct this individual appropriately. As such, the Company refused to make any further payments under this agreement until those events have taken place. The plaintiff claims that the agreement of May 16, 2011 is not binding and is seeking payment of $145,000. The outcome of this claim is not determinable and therefore no amount has been recorded for any potential payments that may have to be made.
- The Company has received the outcome of the judgement regarding a claim of its former consultants for breaching the consulting contract, which the plaintiff is entitled to 75,000 options of the Company. During period ended December 31, 2015, the Company reached a settlement in its ongoing litigation. Based on the settlement, the Company issued 350,000 free-trading common shares; paid $100,000 to the Plaintiffs and will pay $5,700 per month for ten (10 months) commencing on November 1, 2015.
- The Company has settled a claim from one of its former consultants White Rock Holdings Inc. for a declaration of entitlement of 5% of the Company's common shares, damages, punitive damages and costs. The Company has come

to terms with White Rock Holdings to pay $25,000 cash and 75,000 shares issued and pay $20,000 on the closing of the financing. The Company has made payment of $15,000 on May 13, 2015 and other payment of $10,000 on December 14, 2015. The Company recorded $20,000 accrued liabilities for remaining amount of settlement. Subsequent to the period ended March 31, 2016, the Company issued 75,000 common shares with fair value of $3,750 to White Rock Holdings Inc.

- The Company is defending a claim from one of its former consultants for breaching a contract to pay for marketing services for approximately $23,000. The Company has filed a counter claim that the plaintiff failed to provide the requested services. The outcome of the claim is not determinable and therefore no amounts have been recorded for any potential payments that have to be made.

It is the opinion of management, based in part on advice of legal counsel, that the ultimate resolution of these contingencies, to the extent not previously provided for, will not have a material adverse effect on the financial condition of the Corporation.

EVENTS AFTER THE REPORTING DATE

Subsequent to June 30, 2016:

- The Company received a $50,000 credit facility advanced from Crimson Capital, a company owned and controlled by Rene David. Interest of 10% per annum and a $5,000 initiation fee is to be paid. The credit facility is evidenced by a convertible promissory note (the "Note") which is unsecured and is due upon the earlier of: (i) 24 months from the date of issuance of the Note; (ii) an event of default; or (iii) a private placement of at least $250,000 in gross proceeds.

- Michael Yung resigned as a director on August 10, 2016.

- Terence Fealey passed away and as such ceased to be a director on August 12, 2016.

- A total of 2,621,452 common shares were issued to settle accounts payable and accrued liabilities of the Company.

OUTLOOK

The Company has spent most of the previous fiscal year disposing of non-core assets and restructuring management focus away from a fully vertically integrated company and on reducing unnecessary overhead and operating costs. Management will continue to seek ways to further reduce any unnecessary operating costs in 2016.

For the 2016 fiscal year, Abattis will continue with its focus as a bioceutical production and sales company, with projected launches of an extended Saskatoon Berry-based tonic range, an expanded Botanical Blends elixir line, as well as sales of the proprietary botanical blend ingredient PhytoNOS. The Company expects a pipeline of products to be deployed into retail and professional channels as well as the direct sales channel and wholesale distribution markets and to focus on further enhancing its international associations and trade.

Abattis continues to focus on the emerging biotechnology space around medical marijuana and proprietary botanical formulations, patentable processes and compositions and ingredients that are derived from Cannabis Sativa L. and remains active on medical marijuana activities through its Northern Vine Canada Ltd. laboratory in Canada. Additionally, the Company has applied for approval from Health Canada for several Licenses under the new MMPR program (Marihuana for Medical Purpose Regulation). It is management's opinion that the trend in the growth of Licensed Producers in Canada will grow as the government transitions into the commercialization of the medical marijuana.

RISKS AND UNCERTAINTIES

The Company is in the biotechnology business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Company has no ongoing revenue or income from operations. The Company has limited capital resources and has to rely upon the sale its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Company.

These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely impact the Company's business, results of operations, and financial performance. The most significant risks and uncertainties faced by the Company are (in no specific order) are:

Going concern

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company were unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise necessary funds to further develop its products.

No commercial products have been developed

We have not completed the development of any commercial products, and accordingly we have not begun to market or generate revenues from sales of the products we are developing.

Reliance on license

The Company, its subsidiaries, and/or its associate(s) will not be able to legally grow, test or process medical marijuana without a license from Health Canada. The licensing requirements mandated by Health Canada are stringent and must be complied with before any license is granted by Health Canada under the Marihuana for Medical Purposes Regulations ("MMPR"), including:

- significant infrastructure requirements of attaining and maintaining a license such as an indoor growing facility with physical barriers, visual monitoring, recording devices, intrusion detection, air filtration systems, as well as other important controls around distribution and access, among others.
- a facility meeting the rigorous licensing requirements of Health Canada must be available for inspection by Health Canada before any license can be granted,
- once a license is issued, the Company must comply with a number of ongoing requirements, including (i) physical security and storage measures, (ii) good production practices, and (iii) proper packaging, labeling and shipping practices.
- in order to obtain and maintain a license, the Company must ensure that it complies with the terms of its other permits and ancillary licenses such as the import or export permit from the Minister of Health, as well as ensuring that all of its management and designated personnel have passed the security clearance provided for under MMPR.

There can be no guarantee that Health Canada will issue, extend or renew the License or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Failure to comply with the requirements of the license or any failure to maintain this license would have a material adverse impact on the business, financial condition and operating results of the Company or any company that it may invest in or acquire.

Market acceptance

Even if we obtain the necessary marketing approvals, our products may not gain meaningful market acceptance, and we may not become profitable. We and our corporate collaborators may not be able to contend successfully with competitors. The nutraceutical, biotechnology and pharmaceutical industries are highly competitive and subject to significant and rapid technological change as researchers learn more about medical conditions and diseases and develop new technologies and treatments. Our current and potential competitors generally include nutraceutical and supplement companies, multinational pharmaceutical companies, biopharmaceutical firms, specialty pharmaceutical companies, universities and other research institutions.

Many of our competitors, either alone or together with their collaborators, have substantially greater financial resources and larger research, development and regulatory staffs than ours and those of our corporate collaborators. There can be no assurance that competitors will not develop more effective or more affordable products, or achieve earlier patent protection or product commercialization than us and our corporate collaborators.

Competition

With respect to nutraceuticals, the Company plans to compete in an industry in which there are already many well-established participants. Success will depend on our ability to successfully differentiate our product offerings and penetrate already crowded channels, With respect to medical marijuana, there are a few, but growing number of participants. The Company will have to prove its ability to compete against companies that are further ahead in the approval process by Health Canada and have greater financial, technological, production and marketing resources.

Product liability claims

Our product candidates subject us to the risk of product liability claims for which we may not be able to maintain or obtain adequate insurance coverage. Inherent in the use of our product candidates in clinical trials, as well as in the manufacturing and distribution in the future of any approved products, is the risk of financial exposure to product liability claims and adverse publicity in the event that the use of such products results in personal injury or death. There can be no assurance that we will not experience losses due to product liability claims in the future.

Potential delayed or impaired future sales

Even if any of our product candidates receive regulatory approval, we and our collaborators may still face development and regulatory difficulties that may delay or impair future sales. If we or our collaborators obtain regulatory approval for any of our product candidates, we and our collaborators will continue to be subject to extensive regulation by Health Canada, the FDA, other federal authorities, certain state agencies and regulatory authorities elsewhere. These regulations will impact many aspects of our operations and the drug manufacturer's operations including manufacture, record keeping, quality control, adverse event reporting, storage, labeling, advertising, promotion, sale and distribution, export and personnel. The FDA and state agencies may conduct periodic inspections to assess compliance with these requirements. We, together with our collaborators, will be required to conduct post-marketing surveillance of the product. We also may be required to conduct post-marketing studies. Our or our collaborators' failure to comply with applicable FDA and other regulatory requirements, or the later discovery of previously unknown problems, may result in restrictions including:

- delays in commercialization;
- refusal by Health Canada, the FDA or other similar regulatory agencies to review pending applications or supplements to approved applications;
- product recalls or seizures;
- warning letters;
- suspension of manufacturing;
- withdrawals of previously approved marketing applications;
- fines and other civil penalties;
- injunctions, suspensions or revocations of marketing licenses;
- refusals to permit products to be imported to or exported from the United States; and
- criminal prosecutions.

Technology risk

The Company will have to expand its patent protection to other countries. There can be no assurances that the Company will be able to do so successfully. The Company may not have the financial resources to enforce its patents should another company compete with a similar or identical product that infringes on the Company's patents.

Intellectual property

Our success depends on our ability to protect our proprietary rights and operate without infringing the proprietary rights of others; we may incur significant expenses or be prevented from developing and/or commercializing products as a result of an intellectual property infringement claim.

Our success will depend in part on our ability and that of our corporate collaborators to obtain and enforce patents and maintain trade secrets, in Canada, the United States and in other countries.

Patent law relating to the scope and enforceability of claims in the fields in which we operate is still evolving. The patent positions of biotechnology and biopharmaceutical companies, including us, is highly uncertain and involves complex legal and technical questions for which legal principles are not firmly established. The degree of future protection for our proprietary rights, therefore, is highly uncertain. In this regard there can be no assurance that patents will issue from any of the pending patent applications. In addition, there may be issued patents and pending applications owned by others directed to technologies relevant to our or our corporate collaborators' research, development and commercialization efforts. There can be no assurance that our or our corporate collaborators' technology can be developed and commercialized without a license to such patents or that such patent applications will not be granted priority over patent applications filed by us or one of our corporate collaborators.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our and our corporate collaborators' technologies and products do not or will not infringe the patents or proprietary rights of others.

There can be no assurance that third parties will not independently develop similar or alternative technologies to ours, duplicate any of our technologies or the technologies of our corporate collaborators or our licensors, or design around the patented technologies developed by us, our corporate collaborators or our licensors. The occurrence of any of these events would have a material adverse effect on our business, financial condition and results of operations.

Litigation may also be necessary to enforce patents issued or licensed to us or our corporate collaborators or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in patent suits brought by third parties, if we participate in patent suits brought against or initiated by our corporate collaborators or if we initiate such suits, and there can be no assurance that funds or resources would be available in the event of any such litigation. An adverse outcome in litigation or an interference to determine priority or other proceeding in a court or patent office could subject us to significant liabilities, require disputed rights to be licensed from other parties or require us or our corporate collaborators to cease using certain technology or products, any of which may have a material adverse effect on our business, financial condition and results of operations.

Change in laws, regulations, and guidelines

The Company's operations are subject to a variety laws, regulations and guidelines relating to the manufacture, management, transportation, storage, and disposal of medical marijuana and hemp but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company that it may invest in or acquire.

Limited operating history

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and 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 the early stage of operations.

Future financing

The Company will require financing for the operation of facilities and businesses, which are capital intensive. In order to execute on an anticipated growth strategy, the Company will require equity and/or debt financing to support start up and on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed, if ever, or

on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions would limit the Company's plans and would have a material adverse effect start-up and planned operations.

Dilution

To conduct its business, the Company may from time to time require additional funds. The Company may have to issue additional securities including, but not limited to, common shares or some form of convertible security, the effect of which will result in a dilution of the equity interests of any existing shareholders.

Dependence on key personnel

The Company strongly depends on the business and technical expertise of its management and it is unlikely that this dependence will decrease in the near term. Loss of the Company's key personnel could slow the Company's ability to innovate, although the effect on ongoing operations would be manageable as experienced key operations personnel could be put in place. As the Company's operations expand, additional general management resources will be required.

If the Company expands its operations, the ability of the Company to recruit, train, integrate and manage a large number of new employees is uncertain and failure to do so would have a negative impact on the Company's business plans.

There can be no assurance that any one of these risk factors would not impact the Company's ability to fund capital expenditures or acquisitions and would limit and may have a material adverse effect on start-up and planned operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements during the period ended June 30, 2016.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current proposed transactions are fully disclosed in the financial statements for the period ended June 30, 2016.

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 properly reflected in the accompanying financial statements.

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 British Columbia Business Corporations Act in dealing with conflicts 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 Corporations Act. In accordance with the laws of the Province of 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.

SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. 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 both the period of revision and future periods if the revision affects both current and future periods.

Significant estimates are estimates and assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities. Significant estimates used in the preparation of these consolidated financial statements include, but are not limited to, the following:

- Allowance for doubtful accounts

  The Company must make an assessment of whether loan receivables are collectible from debtors. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.

- Investment in associates

  Included in the carrying value of the Company's investment in associates is the Company's share of loss of the associates for the period ended June 30, 2016. The associates have not released full financial statements for the period ended June 30, 2016 and the Company's share of the loss of the associate has been estimated based on available information, including the associates' internal financial records. These estimates may change when full financial statements become available and this may impact the carrying value of the investment in associates. The Company has not guaranteed any amounts for associates.

- Business combinations

  The company makes estimates related to the values assigned to assets in the purchase price allocation in a business combination. Changes in these assumptions could result in a change in the value of intangible assets, property and equipment, and non-controlling interests.

- Provisions and contingencies

  The amount recognized as a provision, including legal, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available.

- Impairment

  Assets, including intangible assets, property and equipment, goodwill and investment in associates, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed their recoverable amounts. As at September 30, 2015, there were indications that certain tangible and intangible assets of the Company are impaired. The effect of this impairment is recorded in the Company's statement of loss and comprehensive loss.

- Inputs used in determining the estimated fair values of options and warrants issued during the year

The Company has an equity-settled share-based compensation plan for directors, officers and consultants. Services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of grant, excluding the impact of any non-market vesting conditions. The fair value of share options are estimated using the Black-Scholes model on the date of grant based on certain assumptions. Those assumptions are described in Note 15 and include, among others, expected volatility, expected life of the options and number of options expected to vest.

- Estimated useful lives of property and equipment and intangible assets

  The Company makes estimates and utilizes assumptions in determining the useful lives of property and equipment and intangible assets, and the related depreciation and amortization. Uncertainties in these estimates relate to technical obsolescence that may change the utilization of certain assets.

While management believes the estimates contained within these consolidated financial statements are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Significant accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments used by the Company include, but are not limited to, the following:

- Income taxes

  The Company is subject to income taxes in various jurisdictions and subject to various rates and rules of taxation. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain.

  The Company recognizes liabilities for anticipated tax audit issues based on the Company's current understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

  In addition, the Company has not recognized deferred tax assets relating to tax losses carried forward. Future realization of the tax losses depends on the ability of the entity to satisfy certain tests at the time the losses are recouped, including current and future economic conditions and tax law.

- Going concern

  The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

- Impairment of non-financial assets

  Judgment is involved in assessing whether there is any indication that an asset or cash-generating unit may be impaired. This assessment is made based on the analysis of, amongst other factors, changes in the market or business environment, events that have transpired that have impacted the asset or cash generating unit, and information from internal reporting.

FUTURE ACCOUNTING PRONOUNCEMENTS

New and amended standards adopted

Effective October 1, 2015, the Company adopted the following revised IASs and IFRSs issued by the IASB. These revised standards and interpretation did not have a material impact on the Company's consolidated financial statements.

IFRS 8, Operating Segments – amended to require the disclosure of the judgements made by management in applying the aggregation criteria to operating segments and to clarify that the reconciliation of the segment assets is required if they are regularly provided to the chief operating decision-maker. It is effective for annual periods beginning on or after July 1, 2014.

IFRS 13, Fair Value Measurement ("IFRS 13") – the Basis of Conclusions was amended to clarify that issuing IFRS 13 and amending IFRS 9, *Financial Instruments* ("IFRS 9") and IAS 39, *Financial Instruments: Recognition and measurement* ("IAS 39") did not remove the ability to measure certain short-term receivables and payables on an undiscounted basis. IFRS 13 was also amended to clarify the scope of the portfolio exception. It is effective for annual periods beginning on or after July 1, 2014.

IAS 16, Property, Plant and Equipment ("IAS 16") and IAS 38, Intangible assets ("IAS 38") – amended to clarify that, under the revaluation method, the gross amount of property, plant and equipment and intangible asset is adjusted in a manner consistent with the revaluation of the carrying amount of the asset. Accumulated amortization is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses as a result of the revaluation. It is effective for annual periods beginning on or after July 1, 2014.

IAS 24, Related Party Disclosures ("IAS 24") – amended to clarify how payments to entities providing management services to the Company are to be disclosed. It is effective for annual periods beginning on or after July 1, 2014.

The Company adopted these standards as at October 1, 2014 and has determined that they have no material impact on the Company's consolidated financial statements.

New standards and interpretations not yet adopted

The IASB issued the following new and revised accounting pronouncements. The Company does not anticipate early adoption of these standards at this time and they are not expected to have a material impact on the Company's consolidated financial statements.

IFRS 10, Consolidated Financial Statements ("IFRS 10") and IAS 28, Investment in Associates and Joint Ventures ("IAS 28") – amended to require full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business and to require partial recognition of gains and losses where the assets do not constitute a business. It is effective for annual periods beginning on or after January 1, 2016.

IFRS 10, IFRS 12, Disclosure of Interests in Other Entities, and IAS 28 – amended to address issues that have arisen in the context of applying the consolidation exception for investment entities. It is effective for annual periods beginning on or after January 1, 2016.

IAS 1, Presentation of Financial Statements ("IAS 1") – amended to clarify IAS 1 to address perceived impediments to preparers exercising their judgment in presenting their financial reports. It is effective for annual periods beginning on or after January 1, 2016.

IFRS 5, Non-current Assets Held for Sale and Discontinued Operations – amended to add specific guidance for cases in which an entity reclassifies an asset from held for sale to held for distribution to its owners, or vice versa, and cases in which held-for-distribution accounting is discontinued. It is effective for annual periods beginning on or after July 1, 2016.

IFRS 7, Financial Instruments - Disclosure – amended to clarify whether a servicing contract is continuing involvement in a transferred asset and to clarify offsetting disclosure requirements in condensed interim financial statements. It is effective for annual periods beginning on or after July 1, 2016.

IAS 19, Employee Benefits – amended to clarify that the high quality corporate bonds used to estimate the discount rate for post-employment benefits should be issued in the same currency as the benefits to be paid. It is effective for annual periods beginning on or after July 1, 2016.

IAS 34, Interim Financial Reporting – amended to clarify the meaning of "elsewhere in the interim report" and require a cross-reference. It is effective for annual periods beginning on or after July 1, 2016.

IFRS 15, Revenue from Contracts with Customers – provides a single, principles based five-step model to be applied to all contracts with customers. Guidance is provided on the point in which revenue is recognized, accounting for variable consideration, costs of fulfilling and obtaining a contract and various other matters. New disclosures about revenue are also introduced. It is effective for annual periods beginning on or after January 1, 2018.

IFRS 9 – replaces IAS 39. IFRS 9 introduces limited amendments to classification and measurement for financial assets, a new expected loss impairment model and a new hedge accounting model. It is effective for annual periods beginning on or after January 1, 2018.

APPROVAL

The Board of Directors of Abattis has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be found on Sedar at www.sedar.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

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 are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" or variations of such words and phrases or the negative connotation thereof, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding research and development, product development and budgets, market estimates, capital expenditures, timelines, strategic plans, market or industry growth, evaluation of the potential impact of future accounting changes, estimates concerning recovery of accounts receivable, share-based payments and carrying value of intangible assets or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. Risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include, without limitation,

- uncertainties involved in disputes and litigation;
- fluctuations in commodity prices and currency exchange rates;
- uncertainty of estimates of capital and operating costs, recovery rate, production estimates and economic return;
- the nature of research and development of bioceutical and nutraceutical products and the uncertain commercial viability of these products;
- the Company's lack of operating revenues;
- the ability to obtain additional financing to develop the intellectual property and uncertainty as to the availability and terms of future financing;

- governmental regulations and the ability to obtain necessary licenses;
- risks related to the Company's dependence on key personnel;
- uncertainty in meeting anticipated program milestones;
- estimates used in the Company's financial statements proving to be incorrect; and
- other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties relating to disputes; fluctuations in commodity prices and foreign currency exchange rates; uncertainty of estimates of capital and operating costs, recovery rate, production estimates and economic return; sales estimates, the nature of research and development of bioceutical and nutraceutical products and the uncertain commercial viability of these products; the Company's lack of operating revenues; the ability to obtain additional financing to develop the intellectual property and uncertainty as to the availability and terms of future financing; governmental regulations and the ability to obtain necessary licenses; risks related to the Company's dependence on key personnel; uncertainty in meeting anticipated program milestones; estimates used in the Company's financial statements proving to be incorrect; and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are based on information available as at February 26, 2016 and are subject to change after this date. The Company assumes no obligation and has no policy for updating or revising forward looking information or statements to reflect new events or circumstances, except as may be required under applicable securities laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and discussed under "Risks and Uncertainties". Forward-looking information or statements in this MD&A include, but are not limited to, potential value of the intellectual properties and satisfactory resolution of the Company's liabilities and contingent liabilities.