CANADIAN SECURITIES EXCHANGE

FORM 2A LISTING STATEMENT

BOUGAINVILLE VENTURES INC.

August 24, 2018

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This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the non-offering prospectus of Bougainville Ventures Inc. ("Bougainville", the "Company" or the "Issuer") dated August 2, 2018 (the "Prospectus") filed under the Company's profile on SEDAR (www.sedar.com), a copy of which is attached hereto as Schedule "A". Sections of the Canadian Securities Exchange (the "CSE") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer required by the CSE and are attached as Schedule "B". A Summary of the Business is attached as Schedule "C" to provide additional disclosure on the Issuer's business operations required by the CSE.

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Schedule

"A"

Non-Offering Prospectus dated August 2, 2018

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus does not constitute a public offering of securities.

This prospectus describes an entity that is expected to derive some or all of its revenues from the cannabis industry in certain states of the United States where local laws permit such activities. The cannabis industry is illegal under United States federal law. Bougainville Ventures Inc. ("BVI"" or "Bougainville" or the "Company" or the "Issuer") may have ancillary involvement to the United States cannabis industry arising from the Issuer providing goods and/or services to third parties that are indirectly or directly involved in the United States cannabis industry.

PROSPECTUS

NON-OFFERING August 2, 2018

BOUGAINVILLE VENTURES INC.
440 - 890 W Pender St
Vancouver, British Columbia V6C 1J9
Canada

No securities are being offered pursuant to this Prospectus

This prospectus (the "Prospectus") is being filed with the British Columbia Securities Commission for the purpose of allowing Bougainville Ventures Inc. ("BVI" or "Bougainville" or the "Company" or the "Issuer") for the purposes of complying with Policy 2 – *Qualifications for Listing of the Canadian Securities Exchange* in order for the Company to obtain reporting issuer status and meet one of the eligibility requirements for the listing of Bougainville's common shares on the Canadian Securities Exchange ("CSE" or the "Exchange"). Since no securities are being sold pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general funds.

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the "BCBCA") as "Teaghlach Asset Acquisition Corp." on April 29, 2014 as a fully-owned subsidiary of 0941092BC Ltd. ("BC092"). The Company and BC092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement"). Bougainville has entered into a joint venture arrangement (the "Green Venture JV") with Green Venture Capital Corp. ("Green Venture"). Green Venture provides a growing facility consisting of one acre of land and one 10,000 square foot cultivation and production greenhouse under a lease agreement with a licensed I-502 (marijuana) grower.

As a result of the Arrangement, BC092 shareholders received, on a pro rata basis, common shares of Bougainville (the "Common Shares") in return for all assets of Bougainville as a separate operating entity. The Company received the final approval of the Supreme Court of British Columbia on August 27, 2014, the effective date of filing with the B.C. Corporate Registry was March 3, 2015 and the shares were issued under the Arrangement on August 14, 2017.

The Company has received conditional approval to list its shares on the CSE. Listing will subject to the Company meeting the CSE's conditions.

There is currently no market through which any of the securities of the Company may be sold and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

An investment in the Company should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Common Shares.

Several states in the United States have enacted legislation to regulate the sale and use of cannabis. Cannabis continues to be categorized as a controlled substance under the *Controlled Substances Act* in the United States and cannabis-related practices or activities, included but not limited to, the manufacture, importation, possession, use or distribution of cannabis are illegal under United States federal law. Compliance with state laws with respect to cannabis will not absolve parties operating in the cannabis industry from liability under United States federal law and will not provide a defense to any federal proceeding which may be brought against these parties. Any such proceedings brought against the Issuer or third parties doing business with the Issuer may adversely affect the Issuer's operations and financial performance. There is a risk that federal authorities in the United States may enforce federal law regarding the cannabis industry, which may adversely affect the business and investments of the Issuer or third parties doing business with the Issuer in the United States. In reviewing this Prospectus, an investor should carefully consider the matters described under the heading "Risk Factors".

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The registered and head office of the Company is 890 W Pender St., Suite 440, Vancouver, British Columbia, V6C 1J9.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "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 as the intention to grow the business and operations of the Company.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Prospectus. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the ability of the Company to obtain necessary financing, satisfy conditions under the Arrangement Agreement, satisfy the requirements of the Exchange with respect to the Listing, the economy generally, changes in government regulations, retain skilled management and staff, consumer interest in the services and products of the Company, competition, and anticipated and unanticipated costs. Such statements could also be materially affected by the impact of general imprecision of environmental risks, environmental regulation, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Company anticipates that subsequent events and developments may cause its views to change, the forward-looking statements are included to allow the reader to understand our current working capital position, and may not be appropriate for other purposes. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this Prospectus. Although the Company has attempted to identify important factors that could 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.

Forward-looking statements in this Prospectus include, but are not limited to:

- the ability to maintain a good relationship with Green Venture and other contractual counterparties; volatility of stock price and market conditions;
- regulatory risks;
- unfavorable publicity or consumer perception;
- difficulty to forecast;
- material impact of legislative changes on the Company's revenue;
- key personnel;
- competition;
- investment capital and market share;
- changes in target market;
- market uncertainty;
- additional capital requirements;
- management of growth;
- litigation; and
- lack of dividend history.

In addition, any forward-looking statements represent the Company's estimates only as of the date of this Prospectus and should not be relied upon as representing the Company's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward-looking statements in

this Prospectus include execution of the Company's existing plans, which may change due to changes in the views of the Company, or if new information arises which makes it prudent to change such plans. Forward looking statements are based on a number of assumptions that may prove to be incorrect including but not limited to assumptions about:

- the impact of competition;
  the ability to maintain a good relationship with Green Venture and other contractual counterparties;
- the ability to obtain and maintain existing financing on acceptable terms;
- the ability to retain skilled management and staff;
- the ability to acquire a significant market position in the provision of products and services in its target markets;
- currency, exchange and interest rates;
- the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest and market competition; and
- operating in an environment that is subject to regulation.

Currently, the Company does not have a written policy for updating forward-looking information and management refers to Part 4A and Part 4B of National Instrument 51-102 – *Continuous Disclosure Obligations* for guidance on disclosing forward-looking information. As required by applicable securities legislation, upon becoming a reporting issuer, it will be the Company's policy to update forward-looking information in its management discussions and analyses, as required from time to time.

The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted in this Prospectus under "*Risk Factors*".

GENERAL DISCLOSURE INFORMATION

The Company is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. No person has been authorized by the Company to give any information or make any representations in connection with the transactions herein described other than those contained in this Prospectus and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

Definitions and Selected Abbreviations

Various terms used in this Prospectus, including the cover pages, are defined under "Glossary". Unless the context otherwise requires, use in this Prospectus of the "we", "us" or "our" means the Company.

Certain Information

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in Canadian dollars $. Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which Bougainville operates. While management of Bougainville believes this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. Bougainville has not independently verified any of the data from third-party sources referred to in this Prospectus or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

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GLOSSARY

"BC092" means 0941092 B.C. Ltd.;

"BCBCA" means the *Business Corporations Act* (British Columbia);

"Bougainville", "Company", "BVI" or **"Issuer"** means Bougainville Ventures Inc., formally known as Teaghlach Asset Acquisition Corp., incorporated under the BCBCA;

"Board" means the board of directors of the Issuer;

"CEO" means an individual who acted as chief executive officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year;

"Common Shares" means the common shares of the Issuer;

"CSE" or "Exchange" means the Canadian Securities Exchange;

"Effective Date" means the date upon which the Plan of Arrangement becomes effective under the Act;

"Green Venture" means Green Venture Capital Corp., a private British Columbia corporation;

"Insider" if used in relation to an issuer, means:

a) a director or senior officer of the issuer;

b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer;

c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

d) the issuer itself if it holds any of its own securities;

"I-502" means the regulations governing licensing, production, and distribution implemented after electoral approval in November 2012, to allow recreational use of Marijuana in Washington State whereby the Washington State Liquor and Cannabis Board ("WSLCB") was authorized to regulate and tax recreational marijuana products for persons over twenty-one.

"MCOA Co." means the company to be formed by Bougainville and MCOA;

"Listing" means the application by Bougainville to list its Common Shares on the Exchange concurrently with the filing of this Prospectus;

"MCOA" means Marijuana Company of America, a Utah registered corporation publicly trading on OTC markets;

"Plan of Arrangement" means the plan of arrangement executed by and between Bougainville and BC092 on March 3, 2015;

"Prospectus" means this long-form non-offering prospectus of Bougainville;

“SEDAR” means the System for Electronic Document Analysis and Retrieval for the filing of disclosure documents by reporting issuers in Canada, accessible at www.sedar.com;

“Share Distribution Record Date” means August 14, 2017.

“Unit” means a security consisting of one Bougainville Common Share and one-half of one Bougainville Common Share Purchase Warrant with an exercise price of $0.50 and one-half of one Bougainville Common Share Purchase Warrant with an exercise price of $0.75.

“WSLCB” means the Washington State Liquor and Cannabis Board.

“

SUMMARY OF PROSPECTUS

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in the Prospectus. Unless otherwise defined in the Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading "Glossary".

The Company

The Company was incorporated under the BCBCA as "Teaghlach Asset Acquisition Corp." on April 29, 2014 as a fully-owned subsidiary of 0941092 B.C. Ltd. ("BC092"). BC092 is a reporting issuer incorporated in British Columbia in May 2012.

The Company and BC092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of the Plan of Arrangement. The Company's head office and registered office is located at 890 W Pender St., Suite 440, Vancouver, British Columbia, V6C 1J9. The Company's common shares do not currently trade on any stock exchange. See "*Corporate Structure*."

As of the date of this Prospectus, the Plan of Arrangement has been completed.

Principal Business

Bougainville has entered into the Green Venture JV, pursuant to which Bougainville holds interests in real estate, shareholdings and services agreements to offer services to Green Venture, an infrastructure and equipment leasing company. Green Venture is a private British Columbia registered corporation which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing. Green Venture is currently constructing a 10,000 square foot temporary greenhouse in Oroville, Washington. Green Venture's first tenant-grower partner is a I-502 licensed marijuana grower in Washington.

Bougainville is not a licensed marijuana grower, processor or retailer. Bougainville's interaction is limited to providing capital and management experience to Green Venture, under the terms of the Green Venture JV, to facilitate Green Venture in providing real estate, infrastructure and equipment to I-502 licensed marijuana growers or for other high value premium cash crops.

Bougainville's core business strategy is to enter into joint venture arrangements businesses that are in the business of leasing infrastructure and equipment to tenant-growers on land that was traditionally used to grow marginally profitable feed crops – similar to its joint venture arrangement with Green Venture. Green Venture leases infrastructure and equipment to tenant-growers that are licensed marijuana producers and are unable to obtain conventional financing and loans as a result. Green Venture is able to lease equipment to tenant-growers required for the production of marijuana and to fulfil the demand for equipment leasing that was previously unmet by the market due to the difficulty in obtaining financing faced by marijuana producers. Bougainville's business model is easily scalable through Green Venture's expansion of its operations. Bougainville is

focused on identifying other joint venture opportunities of this nature.

Green Venture currently operates in Oroville, WA. Oroville is located in the northern region of the Okanogan Valley of Washington State. See "Description of the Business."

Business Objectives and Milestones

Green Venture plans to grow its equipment inventory and add additional tenant-grower/lessee clients to expand the scale of its business. Green Venture's turnkey model is scalable and able to grow rapidly with greenhouses that can be erected and operational in 6 weeks. As Green Venture's operations and revenues expand dividends paid by Green Venture to Bougainville will expand accordingly. See "Description of the Business."

The following development plan highlights the milestones Green Venture plans to achieve in the short-term as well as in the first 3 years of Green Venture's operations.

Phase 1	Procurement of 1-acre Washington Property, water rights and first I-502 tenant acquisition	Complete
Phase 2	Secure funding for the build-out of greenhouse campus	Complete
Phase 3	Build-out of our first 10,000 sq. ft. greenhouse and 2000 sq. ft. processing warehouse	Complete
Phase 4	Build-out of our second 10,000 sq. ft. greenhouse (20,000 sq. ft. total greenhouse campus)	Q1 Year 2
Phase 5	Build-out of our third 10,000 sq. ft. greenhouse (30,000 sq. ft. total greenhouse campus)	Q3 Year 2
Phase 6	Expansion of land to 4 acres. Add two more I-502 tenant-growers and the expansion of our greenhouse campus to house these additional tenants	Planned for Year 2
Phase 7	Expansion of land to 9 acres. Add three more I-502 tenant-growers and the expansion of our greenhouse campus to house these additional tenants	Planned for Year 3

No Securities Distributed

This Prospectus is a non-offering prospectus prepared and no securities will be distributed pursuant to this Prospectus.

No Proceeds Raised

This Prospectus is a non-offering prospectus prepared and no proceeds will be raised pursuant to this Prospectus. The Company is funded by proceeds from private placement funding and funds from MCOA pursuant to the MCOA Agreement. These funds will be used to cover the Company's operating costs. See

"*Use of Proceeds*".

Listing

The Company has received conditional approval to list its shares on the CSE. Listing is subject to the Company meeting the CSE's conditions.

Directors and Officers

Amandip Jagpal	–	Chief Executive Officer, President and Director
Donald Gordon	–	Chief Financial Officer and Director
Richard Cindric	–	Director
Teja Singh	–	Director

Summary of Financial Information

Summary of Financial Information for the Issuer				
The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the "Management's Discussion and Analysis" included elsewhere in this Prospectus. Summary Components of Statement of Operations and Comprehensive Income (Loss)*	April 30, 2018 Nine Months Unaudited	July 31, 2017 Audited ($)	July 31, 2016 Audited ($)	July 31, 2015 Audited ($)
Revenues	-	-	-	-
Expenses	307,316	54,822	47,240	14,962
Net Income (Loss)	(307,316)	(54,822)	(47,240)	(14,962)
Basic and diluted earnings (loss) per share	(0.01)	(548.22)	(472.40)	(149.62)
Summary Components of Statement of Financial Position				
Current Assets	373,369	452,332	-	-
Total Assets	1,773,965	452,332	-	-
Current Liabilities	84,676	507,607	62,453	15,803
Total Liabilities	1,111,556	507,607	62,453	15,803
Working Capital (Deficit)	288,693	(55,275)	(62,453)	(15,803)
Accumulated Deficit	(424,691)	(117,375)	62,553	15,313

*At the periods shown the Issuer had not carried on an active business.

Summary of Financial Information for Green Venture				
The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the "Management's Discussion and Analysis" included elsewhere in this Prospectus. Summary Components of Statement of Operations and Comprehensive Income (Loss)	March 31, 2018 Three Months Unaudited	December 31, 2017 Audited ($)	December 31, 2016 Audited ($)	December 31, 2015 Audited ($)
Revenues	31,232	605,271	544,574	358,032
Expenses	127,467	479,355	334,633	140,966
Net Income (Loss)	(178,520)	633,699	428,111	(53,022)
Basic and diluted earnings (loss) per share	(1,785.20)	6,336.99	4,281.11	(530.22)
Summary Components of Statement of Financial Position				
Current Assets	68,608	302,384	496,751	288,227
Total Assets	587,309	821,085	965,161	433,176
Current Liabilities	519,664	574,918	463,183	237,108
Total Liabilities	666,034	721,290	592,065	488,191
Working Capital (Deficit)	(597,426)	(272,534)	33,568	51,119
Accumulated Deficit	(103,247)	(17,427)	213,601	331,730

Principal Purposes

The table below summarizes the Company's projected use of funds and should be read in conjunction with the "Use of Proceeds" section of this Prospectus.

Expense	Total Projected Expenses
Construction costs	
• **Total**	**$7,500**
Growing Setup	
• **Total**	**$26,500**
General and administrative	
• **Total**	**$52,000**
General Working Capital	**$178,693**
Total	**$264,693**

Risk Factors

The activities of the Company are subject to the risks normally encountered in a growing business, including: negative operating cash flow; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; competition; government regulation; and uncertainty regarding penetration of the target market. See "*Risk Factors*."

CORPORATE STRUCTURE

Name, address and incorporation

The full corporate name of the Issuer is Bougainville Ventures Inc., formally known as Teaghlach Asset Acquisition Corp. The address of the registered head office is 440-890 West Pender Street, Vancouver, BC, V6C 1J9.

The Issuer was incorporated as Teaghlach Asset Acquisition Corp. under the BCBCA on April 29, 2014 as a fully-owned subsidiary of 0941092 B.C. Ltd ("BC092"). Bougainville and BC092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a separate company with separate business interests from its former parent company. The Company received the final approval of the Supreme Court of British Columbia on August 27, 2014, the effective date of filing was March 3, 2015 and following a resolution to consolidate the shares on the basis of 7 old for 1 new, 1,225,209 post consolidated shares were subsequently issued, pursuant to the Plan of Arrangement. The Issuer changed its name to Bougainville Ventures Inc. on January 22, 2016.

The Company's common shares do not currently trade on any stock exchange.

Intercorporate relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Bougainville is in the business of providing capital and services through participation in joint venture arrangements with companies that that lease land, equipment and other growing infrastructure to licensed marijuana producers and luxury crop growers. To date, Bougainville has entered into one such joint venture arrangement – with Green Venture. Bougainville is focussed on identifying further joint venture opportunities of this nature.

Bougainville itself is not a licensed marijuana grower or retailer but instead focuses on providing management and other services and capital. Under the Green Venture JV, Green Venture acts as a landlord under license in Washington State and equipment leasing company to licensed marijuana producers and luxury crop growers. The Company has a leadership team with deep knowledge in horticultural farming to assist it with respect to the Green Venture JV.

Green Venture has the right to operate on 1 acre of a 4.33-acre parcel of land located in Oroville, Washington state (the "Washington Property"). Bougainville provided Green Venture with capital to assist Green Venture in purchasing the Washington Property. Bougainville holds joint title of the Washington Property with Green Venture as collateral for Bougainville's capital expenditure in Green Venture. Pursuant to an Asset Purchase Agreement with Green Venture dated July 1, 2017 (the "Asset Purchase Agreement") Bougainville purchased the Washington Property from Green Venture in consideration for issuance of 45,368,666 common shares of the Company. The agreement includes the ongoing participation of the management of Green Venture. Bougainville common shares issued in consideration for the assets have been distributed to the shareholders of Green Venture providing a significant stake and equity interest in the continuation of the business through the assets purchased by Bougainville. In addition, Bougainville is providing capital to Green Venture for the purposes of constructing infrastructure and to complete any other pre-requisites needed for the Washington Property to be leased to tenant-growers.

Pursuant to a letter agreement dated November 2, 2017 between the Company and Green Venture, Green Venture agreed to issue to the Company 100 preferred shares at a price of $0.10 per preferred share; under their terms, the preferred shares will pay to the Company a total dividend equal to 80% of Green Venture's gross revenues, with such dividend being payable once per quarter over a perpetual term (the "Green Venture Preferred Shares"). The dividend arising from the Green Venture Preferred Shares is expected to serve as the Company's revenue stream and return on its investment in Green Venture after Green Venture's operations have begun to generate revenue. In consideration of the Green Venture Preferred Shares, the Company agreed to pay or reimburse Green Venture for all expenses and costs incurred or to be incurred in connection with the operations of Green Venture on the Washington Property. The first dividend payment by the Green Venture Preferred Shares is expected to be made in the third quarter of 2018. Under the terms of the Green Venture JV, the Company participates in Green Venture management decisions on operations and has a measure of control over the expenses of Green Venture.

The Washington Property is Washington State I-502 compliant and Green Venture is working to prepare it for tenant-grower occupancy. Green Venture has erected security fencing around the perimeter of the property and is in the process of installing watering lines and electrical facilities.

Bougainville's core business is to enter into joint venture arrangements pursuant to which Bougainville can assist businesses to convert irrigated farmland that was traditionally used to grow marginally profitable feed crops for use in growing marijuana and other high value premium cash crops which generate higher yield, revenue and operating margins. Under its current joint venture arrangement, the Green Venture JV, Bougainville provides financing, management and other services to Green Venture, which leases premium turn key greenhouses to licensed I-502 (marijuana) and luxury crop growers. The operations of Green Venture are based in the Okanogan Valley, Washington. Green Venture will provide its tenants with leased land, infrastructure, state of the art green houses, best practice standard operating procedures and secured facilities, coupled with a "master grower" and other preselected specialists to provide assistance in all stages of the growing and processing cycle. Green Venture provides security, pre-selected service providers and a master grower. Green Venture is not a licensed marijuana grower or retailer and the company does not "touch the plant." Bougainville's role is restricted to providing capital to Green Venture with which Green Venture will use to finance its operations of providing growing infrastructure, security leased land to licensed marijuana or premium crop growers. Green Venture's management team consists of Richard Cindric, sole officer (President) and director. Bougainville's chief liaison with Green Venture is Amandip Jagpal.

The area of focus for Green Venture's operations is Oroville, Washington ("WA"), located in the northern region of the Okanogan Valley.

The Company entered into a joint venture agreement with the Marijuana Company of America ("MCOA") dated April 3, 2017 (the "MCOA Agreement"). MCOA is a Utah state corporation incorporated in 2015 and is publicly traded on OTC markets under the symbol MCOA. MCOA is a strategic investor in synergistic companies for the purpose of developing a portfolio of joint ventures that create value for its shareholders.

Pursuant to the MCOA Agreement Bougainville and MCOA will jointly and collaboratively organize a new corporation in the State of Washington (the "Washington Co."). The Washington Co. will have one class of (common) shares. Bougainville and MCOA will each be issued 49.5% of the common shares of Washington Co.

On November 7, 2017 Bougainville and MCOA entered into an Amendment to the MCOA Agreement (the "MCOA Amendment Agreement"). Pursuant to the MCOA Amendment Agreement, MCOA agreed to provide USD$800,000 in financing to Bougainville in addition to issuing Bougainville 15,000,000 MCOA restricted common shares. As of the date of this prospectus Bougainville has received all USD$800,000 in financing in addition to the 15,000,000 MCOA restricted common shares.

MCOA has borrowed funds to meet its obligations pursuant to the MCOA Agreement (the "MCOA Loan"). Bougainville and Green Venture secured the MCOA loan by granting a Deed of Trust dated November 7, 2017 securing an amount of USD $606,420.00 attaching to the Washington Property (the "Deed of Trust"). In the event the return to MCOA from the MCOA Agreement or other financing sources available to MCOA is not adequate to meet MCOA's debt obligations pursuant to the Deed of Trust, Bougainville and Green Venture could be called on to satisfy the Deed of Trust via sale of the Washington Property or by other financing sources.

Aerial View of the Washington Property in Oroville, Washington. The Washington Property is the area outlined in yellow.

Business Objectives

To satisfy the expected demand from tenant-growers, the second greenhouse project will be operational halfway through the Company's first year of operations. The second greenhouse will emulate the first greenhouse in size and specifications. During the Company's second year of operations Green Venture plans to add two additional greenhouses identical to the previous ones. Green Venture plans to add three additional identical greenhouses in its third year of operations. Green Venture will operate each greenhouse as a landlord upon their completion.

Greenhouse Development and Leasing

I-502 operators have approached Green Venture to lease equipment, including temporary greenhouses, from Green Venture. These I-502 operators plan to utilize the leased equipment and temporary greenhouses on the Washington Property due to its strategic location and associated water rights. Green Venture's core business will be the generation of revenue through leasing of the Company's equipment, most importantly temporary greenhouses but including all equipment required by tenant-growers in the production process. Through creation of long-term partnerships with farming tenant-growers Green Venture will grow its client base and acquire additional revenues from equipment lease agreements. As Green Venture's operations and revenues grow the dividends paid to Bougainville through the Green Venture Preferred Shares will grow correspondingly in size.

The following points will differentiate Green Venture from companies with similar business models:

- Implementation of new technologies to support and modernize horticulture, including automation, and state-of-the-art lighting and thermal systems. These advancements allow for faster and greater yield per plant;
- Business reviews with Green Venture's leadership to establish best practices and standard operating procedures ("SOPs") that are continually refined quarterly and annually;

- As in all other high-growth industries, the value placed on business intelligence will grow as data-driven decisions grow in importance. Bougainville will provide business intelligence in customizable key performance indicator reports on their business. Examples of reports are monthly plant health reports, carbon footprint reports, growth rates and strain optimization; and
- Marijuana is one of the most energy intensive agricultural crops produced. Green Venture's tenant-growers will have partners that are committed to environmental sustainability by having facilities that are optimized for reducing growers' operating costs and carbon footprint.

Significant Milestones

In the next 12 months, Bougainville must achieve the following milestones in order to meet its business objectives:

1. **Listing:**
   Bougainville must achieve listed issuer status on the CSE.

2. **Dividend Payments:**
   Bougainville will receive its first dividends from the Green Venture Preferred Shares in Q3 2018. The greater the revenues of Green Venture the greater the dividends it will pay to Bougainville.

The Size of the Washington State Marijuana Industry

In November 2012, the Washington State Liquor and Cannabis Board ("WSLCB") passed Initiative 502 ("I-502") pursuant to a vote by the people of the State of Washington. I-502 authorized the WSLCB to regulate and tax recreational marijuana products for persons over twenty-one and thereby created a new industry for the growing, processing and selling of Washington State-regulated recreational marijuana products.

The following chart illustrates the growth of the recreational marijuana industry in Washington State due to the passing of the initiative.

	2015	**2016**	**2017**
Marijuana Retail Sales	$179m	$501m	$850m
Processor Sales	$74m	$254m	$453m
Producer Sales	$5m	$29m	$67m
Total Sales	**$259m**	**$786m**	**$1,371m**

Source: Washington State Liquor and Cannabis Board https://data.lcb.wa.gov/stories/s/WSLCB-Marijuana-Dashboard/hbnp-ia6v Figures in millions.

Asset Backed Securities Outstanding

There are no asset backed securities outstanding.

USE OF PROCEEDS

Proceeds

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds.

Total Funds Available

Pursuant to the MCOA Agreement and MCOA Amendment Agreement, Bougainville is to receive USD$800,000 and 15,000,000 MCOA restricted common shares in respect of financing Bougainville' future operations. As of the date of this prospectus all financing has been received by Bougainville, including USD$800,000 and 15,000,000 MCOA restricted common shares. Bougainville completed a private placement in which $27,999.90 was received by the Company.

Breakdown of Funds

As of the date of the unaudited statements April 30, 2018 the company had working capital of $273,693 with $24,972 cash and other current assets of $335,545. Updated working capital to June 30, 2018 is $263,721.

Funds available

Working capital position at April 30, 2018	$273,693
Changes to current assets subsequent to April 30, 2018 and up to June 30, 2018	$(24,000)
Changes to current liabilities subsequent to April 30, 2018 and up to June 30, 2018	$15,000
Working capital as at June 30, 2018	$264,693

Expense	**Completed Expenses**	**Projected Expenses**	**Stage of Completion**	**Time Estimate**
Construction costs				**Start Date /Duration**
• 10,000 sq. ft. Greenhouse	$ 64,500	N/A	Incurred	**N/A**
• Land Excavation	$ 15,000	**N/A**	**Incurred**	**N/A**
• Land Subdivision	$7,500	$ 7,500	Partially Incurred	**August 1, 2018**
• US legal costs	**$ 10,000**	**N/A**	**Incurred**	**Jun-18**
Total	$ 97,000	$ 7,500		
Growing Setup				
• Potting, fertilizer	$5,000	$10,000	Partially Incurred	**12 months ongoing**

• Plant Nutrients, pest control agents	**$3,500**	**$ 6,500**	**Partially Incurred**	**12 months ongoing**
• Operational Expense	**$ 5,000**	**$ 10,000**	**Partially Incurred**	**12 months ongoing**
Total	**$ 13,500**	**$ 26,500**		
General and administrative				
• Rent	**$ 7,000**	**$ 14,000**	**Partially Incurred**	**12 months ongoing**
• Professional Fees		**$12,500**		**12 months ongoing**
• Prospectus and CSE listing costs	**$ 6,500**	**$ 13,000**	**Partially Incurred**	**December 2017/8 months**
• Travel, Accommodation	**$ 2,500**	**$12,500**	**Partially Incurred**	**12 months ongoing**
Total	**$ 16,000**	**$ 52,000**		**12 months ongoing**
Total	**$126,500**	**$ 86,000**		
General Working Capital		**$ 264,693**		

Total Other Funds Available

The Company holds two promissory notes from Green Venture. One promissory note is in the amount of USD$75,000 and is due and payable on March 15, 2018, Bougainville having discretion to grant an extension. Bougainville has elected to use its discretion to grant an extension to the promissory note due and payable on March 15, 2018, with the date of payment to be determined at a future date. A second promissory note is in the amount of USD$100,000 and is due and payable on July 25, 2018, with Bougainville having discretion to grant an extension. Bougainville has elected to use its discretion to grant an extension to the promissory note due and payable on July 25, 2018, with the date of payment to be determined at a future date.

Unallocated Funds in Trust or in Escrow

There are no unallocated funds in trust or in escrow.

Other Sources of Funding

There are no other sources of funding.

DIVIDEND POLICY

The Company has not paid any dividends on its common shares, and the Board does not expect to declare or pay any dividends on the common shares in the foreseeable future. Payment of any dividends will be dependent upon the Company's future earnings, its financial condition, and other factors that the Board determines are relevant.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis of the Issuer for the nine months ended April 30, 2018 and the years

ended July 31, 2017 and 2016 are included in Schedule "C" to this Prospectus and should be read in conjunction with the audited annual financial statements of the Company and the related notes to which the management's discussion and analysis relates.

All of the information presented in the management's discussion and analysis is based on the annual financial statements, which were prepared in accordance with IFRS. All amounts included in the management's discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

DESCRIPTION OF SECURITIES

Common Shares

The authorized capital of the Company consists of an unlimited number of common shares. Each common share is equal to every other common share with respect to all rights and restrictions. Each common share carries with it the right to one vote. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such shares at the meetings.

The common shares do not have pre-emptive rights and are not subject to redemption or retraction provisions. The Company may, if authorized by the directors, purchase or otherwise acquire any of its common shares at a price and upon the terms determined by the directors. Holders of the common shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefor. In the event of dissolution or winding up of the affairs of the Company, holders of the common shares are entitled to share rateably in all assets of the Company remaining after payment of all amounts due to creditors.

Warrants

As of the date of this Prospectus, the Issuer has issued 186,666 Warrants of the Company with each warrant divided into half warrants; a $0.50 half warrant and a $0.75 half warrant such that each whole warrant at the price of $0.50 may be exercised to acquire one common share of the Company for a period of 12 months from issuance and each whole warrant at the price of $0.75 may be exercised to acquire one common share of the Company for a period of 12 months following 12 months from closing.

CONSOLIDATED CAPITALIZATION

There has been no material change in the share capital of the Company since April 29, 2014 other than the consolidation of the Company's shares as part of the Plan of Arrangement, the issuance of shares in consideration for acquisition of assets, the settlement of debt into shares and the private placement financing. Issuances of the Company's share capital since its incorporation are fully reflected in the "Prior Sales" table below.

The following table sets forth the share and loan capital of the Company as at the dates shown below. The table should be read in conjunction with, and is qualified in its entirety by, the Company's audited financial statements as at and for the years ended July 31, 2017, 2016 and 2015.

	Authorized Capital	Outstanding as at April 23, 2018	Outstanding as at January 31, 2018	Outstanding as at July 31, 2016	Outstanding as at July 31, 2015
Common Shares	Unlimited	49,380,541	**49,380,541**	100	100
Warrants	Unlimited	93,333[1]	93,333[1]	0	0
Warrants	Unlimited	93,333[2]	93,333[2]	0	0

[1]Each whole warrant at the price of $0.50 may be exercised to acquire one common share of the Company for a period of 12 months from issuance

[2] Each whole warrant at the price of $0.75 may be exercised to acquire one common share of the Company for a period of 12 months following 12 months from closing.

OPTIONS TO PURCHASE SECURITIES

The Company's stock option plan was approved as set out in the Notice of Meeting and Management Information Circular for 092 B.C. dated July 14, 2014, a copy of which is available under the Company's SEDAR profile at www.sedar.com.. The number of the common shares which may be issued pursuant to options granted under the plan is 10% of the Company's issued and outstanding shares of which there are a total of 49,380,541.

No stock options have been granted as of the date of this Prospectus.

PRIOR SALES

From the date of incorporation to the date hereof, the Company has completed a series of private placements of common shares and debt settlements for shares in Canada which are set out in the table below. These shares are all validly issued and outstanding after the completion of the Plan of Arrangement issued August 14, 2017.

Effective Date	Description	Type of Security	Price Per Security	Number of Securities Issued	Proceeds
March 2015	Plan of Arrangement[1]	Common Shares	N/A	1,225,209	N/A
March 2017	Shares for Debt[1]	Common Shares	$0.02	2,600,000	$52,000.00
July 2017	Issuance pursuant to Asset[1] Purchase Agreement	Common Shares	$0.03	45,368,666	$1,330,142.50
December 2017	Private Placement of Units[2]	Units	$0.15	186,666	$27,999.90

[1] Issued August 14, 2017.

[2]Units consisting of one common share and two half share purchase warrants, a $0.50 half warrant and a $0.75 half warrant.

Trading Price and Volume

The Company's common shares currently do not trade on any listed stock exchange.

ESCROWED SECURITIES

The Company has an escrow agreement in place with its two Named Executive Officers and one director concerning the total number of shares set out below.

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares		
Shares controlled by Mr. Amandip Jagpal, CEO and subject to escrow	15,000,000	30.38%
Shares Controlled by Mr. Donald Gordon, CFO and subject to escrow	536,433	1.09%
Shares Controlled by Mr. Richard Cindric, director and subject to escrow	15,000,000	30.38%
Total Shares Subject to Escrow	30,536,433	61.84%

The Company intends to use its transfer agent, Integral Transfer Agent, as the depository for the Escrowed Securities. The securities will be released from escrow on the following schedule:

On the date the Company's securities are listed on the CSE (the listing date)	1/10 of escrow securities	3,053,643
6 months after the listing date	1/6 of remaining escrow securities	4,580,500
12 months after the listing date	1/5 of remaining escrow securities	4,580,500
18 months after the listing date	1/4 of remaining escrow securities	4,580,500
24 months after the listing date	1/3 of remaining escrow securities	4,580,500
30 months after the listing date	1/2 of remaining escrow securities	4,580,500
36 months after the listing date	remaining escrow securities	4,580,500

PRINCIPAL SECURITY HOLDERS

To the knowledge of management of the Company, no person or company is anticipated to own of record or beneficially, or exercise control or direction over, directly or indirectly, of more than 10% of any class of voting securities of Bougainville upon completion of the Arrangement, save and except as set out below.

Shareholder	Total shares beneficially held or over which shareholder has control or direction	Percentage ownership
Amandip Jagpal	15,000,000	30.38%
Richard Cindric	15,000,000	30.38%
Total Principal Security Holder Controlled:	30,000,000	60.76%

DIRECTORS AND OFFICERS

Name and Place of Residence	Present and Principal Occupation During the Past Five Years	Common Shares Beneficially Owned	Date of Appointment
Amandip Jagpal(1) Director, President, Chief Executive Officer Resident of British Columbia	President of Bougainville since February 4, 2017. Chief Executive Officer and a director of Bougainville since June 30, 2017. Consultant for Paladino Mining and Development Corp. since 2013. Director of The Perfect Word, a medical transcription company, from 2010 to 2015. President of Alliance Vancouver Executive Office Space Inc. from 2002 to 2016.	15,000,000 30.38%	Director and CEO since June 30, 2017 President since February 4, 2017
Donald Gordon(1) Director, Chief Financial Officer Resident of British Columbia	Principal of DAG Consulting Corp. since 2000. Senior Advisor of Canadian Securities Exchange 2005-2016. Director of Truvera Trust Corporation and several private and public reporting companies.	536,433 1.09%	Director and CFO since April 29, 2014
Richard Cindric Director Resident of British Columbia	Sole officer (President) and sole director of Green Venture Capital Corporation since 2014. Managing partner in Cindric Investments Inc. from 2012 to 2014.	15,000,000 30.38%	Director since July 2, 2017
Teja Singh(1) Director Resident of British Columbia	Chief Financial Officer and Business Advisor at Superior Asphalt Paving Ltd. since 2014. Partner in Goldtree Capital Partners LP since 2012.	0 0.00%	Director since August 26, 2017

(1) Member of the Audit Committee

The terms of the foregoing director and officer appointments shall expire at the next annual shareholders meeting.

Aggregate Ownership of Securities

The directors and officers of the Company, as a group, directly or indirectly, beneficially own 33,243,575 common shares on a post-arrangement basis, representing approximately 67.32% of the issued and outstanding common shares of the Company on an undiluted basis.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors, officers or other members of management of the Company has, within the past ten years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days except as detailed below:

(i) Donald Gordon engages in consulting work to reactivate and reorganize companies and as a result works with some that are not in good standing. Mr. Gordon was a director of Tomco Developments Inc. (he ceased being a director in May 2013), which was cease traded October 7, 2008 by the British Columbia Securities Commission ("BCSC") and January 5, 2009 by the Alberta Securities Commission ("ASC") for failure to file the audited financial statements for the year ended May 31, 2008 and subsequently has been struck from the Companies Registrar. Mr. Gordon is a director of AFG Flameguard Ltd. which is subject to a cease trade order issued by the BCSC on May 8, 2014 and the Ontario Securities Commission ("OSC") on May 26, 2014 and August 7, 2014 by the ASC for failure to file the annual audited financial statements for the year ended December 31, 2013. Mr. Gordon was a director of Sor Baroot Resources Corp. (he ceased being a director in September 2015), which was subject to a cease trade order issued by the BCSC on August 6, 2014 for failure to file audited financial statements for the period ending March 31, 2014. The cease trade order was revoked on October 30, 2014. Mr. Gordon was a director of Mahdia Gold Corp. (he ceased being a director in April 2016) which was subject to a cease trade order issued by the OSC on March 13, 2015 and the ASC on June 11, 2015 for failure to file annual audited financial statements for the year ended August 31, 2014. Mr. Gordon was subject to a management cease trade order of the OSC in the securities of Mahdia Gold Corp. dated January 13, 2015 which was revoked and replaced with a cease trade order on Mahdia Gold Corp. by the OSC dated March 2, 2015. Mr. Gordon is a director of 0941092 B.C. Ltd. which was subject to a cease trade order issued by the BCSC on December 11, 2015 for failure to file audited financial statements for the period ending July 31, 2015 and the cease trade order remains in force at the date of this Prospectus. Mr. Gordon is a director of Web Watcher Systems Ltd. which was subject to a cease trade order issued by the BCSC on November 4, 2015 for failure to file audited financial statements for the period ending June 30, 2015 and the cease trade order remains in force at the date of this Prospectus.

(b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manger or trustee appointed to hold the assets of that

person.

Penalties or Sanctions

No director or executive officer of the Company has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulator authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No current or proposed director of the Company has, within the past ten years, been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual except as detailed below:

(a) Richard Cindric became bankrupt within ten years of the date of this Prospectus.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company holding positions as directors or officers of other companies. Some of the directors and officers have been, and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and behalf of other companies, and situations may arise where directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies of the BCCA.

EXECUTIVE COMPENSATION

Named Executive Officers

As defined under applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended July 31, 2017 as set out below:

Amandip Jagpal: Chief Executive Officer since June 30, 2017.

Donald Gordon: Chief Financial Officer since April 29, 2014.

Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the CEO and CFO, since the Company's inception. As at July 31, 2017 no officers, other than as set out below, had a total compensation of more than $150,000 per year. These individuals are referred to collectively as the "Named Executive Officers" or "NEOs."

Amounts reported in the tables that follow are in CAD dollars and further details and explanations as may be required are provided in the footnotes on each page.

Director and named executive officer compensation, excluding compensation securities

Name and principal position	Year	Salary	Share based Awards	Option Based Awards	Non-equity incentive plan compensation		Pension Value	All other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-Term Incentive Plans			
Donald Gordon *CFO and Director*	2017 2016 2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	**23,009**[(1)] 18,000[(1)] -nil-	**23,009** 18,000 -nil-
Amandip Jagpal *CEO, President and Director*	2017	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-

(1) These amounts are for accrued management fees charged by a company controlled by the Chief Financial Officer as detailed in Note 10 - Related Party Transactions of the July 31, 2017 financial statements.

Stock options and other compensation securities

As of the date of this prospectus, the Company has not granted any stock options.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Donald Gordon *Director and CFO*	2017 2016 2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-
Amandip Jagpal *CEO, President and Director*	2017	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-

As of the date of this prospectus the Company has not granted compensation securities to any director or named executive officer. The following table sets out each exercise by a director or named executive officer of compensation securities during the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Donald Gordon *Director and CFO*	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Amandip Jagpal *Director, CEO and President*	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Stock option plans and other incentive plans

The Board of Directors of Bougainville (the "Board") approved the Bougainville Stock Option Plan as set out in the Notice of Meeting and Management Information Circular for 092 B.C. dated July 14, 2014, a copy of which is available under the Company's SEDAR profile at www.sedar.com.

As of the date of this Prospectus, there have been no stock options awarded under the Bougainville Stock Option Plan. The following is a summary of the material terms of the Bougainville Stock Option Plan:

Number of Shares Reserved

The number of common shares which may be issued pursuant to options granted under the Bougainville Stock Option Plan will not exceed 10% of the issued and outstanding common shares.

Maximum Term of Options

The term of any options granted under the Bougainville Stock Option Plan is fixed by the Board of Directors and may not exceed five years from the date of grant. The options are non- assignable and non-transferable.

Exercise Price

The exercise price of options granted under the plan is determined by the board of directors, provided that the exercise price is not less than the price permitted by the CSE or, if the Bougainville common shares are not listed on the CSE, then such other exchange or quotation system on which the Bougainville common shares are listed or quoted for trading.

Amendment

The terms of an option may not be amended once issued under CSE requirements. If an option is cancelled prior to the expiry date, Bougainville shall not grant new options to the same person until

thirty days have elapsed from the date of cancellation.

Vesting

Vesting, if any, and other terms and conditions relating to such options shall be determined by the board of directors of Bougainville or the Committee (as hereinafter defined) from time to time and in accordance with Exchange requirements, if the Company`s shares are listed on the CSE or another exchange.

Termination

Any options granted pursuant to the plan will terminate generally within ninety days of the option holder ceasing to act as a director, officer, employee, management company or consultant of the Company or any of its affiliates, and within generally thirty days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options terminate immediately. Options that have been canceled or that have expired without having been exercised shall continue to be issuable under the plan. The plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision or exchange of the Bougainville shares.

Administration

The plan is administered by the board of directors of Bougainville or, if the board of Bougainville so elects, by a Committee (the "Committee"), which committee shall consist of at least two board members, appointed by the board of directors of Bougainville.

Board Discretion

The plan provides that, generally, the number of Bougainville shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the board of directors of Bougainville or the Committee and in accordance with CSE requirements.

Employment, consulting and management agreements

The directors and executive officers perform all management functions of the Company and the Company has no management agreements or arrangements with any other persons to perform or provide these functions.

As of the date of the Prospectus, the Company is not listed on the CSE and no stock options have been awarded.

Management Consulting Agreements

The Company has no consulting or employment agreements as of the date of this prospectus.

Director Fees

There are no fees for membership or chairpersonship on any of the committees.

Oversight and description of director and named executive officer compensation

Given the Company's current size and stage of development, the Board has not appointed a compensation committee and accordingly the Board as a whole is responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing any independent members of the Board with considerable input as to executive compensation.

The Board reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board takes into consideration the Company's overall performance, shareholder returns, and the awards given to executive officers in past years. The Board also considers the value of similar incentive awards to executive officers at comparable listed companies, however, as of the date of this Prospectus, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

Performance Goals and Executive Team

The executive team is comprised of Amandip Jagpal, President and CEO and Donald Gordon, CFO.

Mr. Jagpal was appointed President on February 4, 2017 and CEO on June 30, 2017. Mr. Jagpal provides approximately 30% of his time to his duties with Bougainville.

Mr. Gordon was appointed CFO on April 29, 2014 and has been CFO since Bougainville's incorporation. As the CFO, Mr. Gordon is the executive responsible for ensuring the financial health of the Company through financial and risk management, the development of a financial and operational strategy, and the ongoing monitoring of systems designed to preserve the Company's assets and report accurate financial results. Mr. Gordon provides approximately 5% of his time to his duties with Bougainville.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Prospectus, no director, executive officer or employee of the Company or their respective associates or affiliates is or has been indebted to the Company at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee Charter, Composition and Relevant Education and Experience

Bougainville's Audit Committee is governed by its charter that is annexed as Schedule "A" to this Prospectus.

The Audit Committee is comprised of the following directors: Amandip Jagpal, Teja Singh and Donald Gordon. Teja Singh is considered "independent" and all of the audit committee members are "financially

literate" within the meaning of Canadian Securities Administrators' National Instrument 52- 110 – *Audit Committees* ("**NI 52-110**").

The education and experience of each Audit Committee member that is relevant to the performance of his and her responsibilities is as follows:

Name	Determination of Independence and Financial Literacy
Amandip Jagpal *Audit Committee Chair* Not Independent (Chief Executive Officer and President)	Mr. Amandip Jagpal acquired his financial literacy while holding management positions at Alliance Vancouver Executive Office Space Inc., Paladino Mining and Development Inc. and The Perfect Word Inc.
Teja Singh *Audit Committee Member* Independent	Mr. Teja Singh, CPA, CGA, acquired his financial literacy during his tenure as a manager at Pricewaterhouse Coopers LLP related to accounting, tax and business advisory services for private companies in addition to tax structuring and planning for real-estate development companies.
Donald Gordon *Audit Committee* Not Independent (Chief Financial Officer)	Mr. Donald Gordon, CFA, holds an MBA in addition to a CFA charter, and acquired his financial literacy during his tenure as Director Corporate Finance of the Vancouver Stock Exchange for 17 years and as a corporate finance consultant to investment dealers and issuers in the listing and financing of dozens of issuers over the most recent 17 years and remains a Director and officer of several private and public reporting companies.

All of the audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

All of the audit committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour. In addition, members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public and private companies.

Audit Committee Oversight, Pre-Approval Policies and Procedures and External Auditor Service Fees

At no time since the commencement of the Company's most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

The Audit Committee Charter, attached as Schedule "A," specifies the specific policies and procedures that the Audit Committee has adopted for the engagement of non-audit services.

The fees billed by the Company's external auditor in the last two fiscal years are set out in the table below.

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees [1]
July 31, 2017	$4,000.00	Nil	Nil	$2,000.00
July 31, 2016	$3,000.00	Nil	Nil	Nil
July 31, 2015	$2,500.00	Nil	Nil	Nil

(1) $2,000.00 incurred for a review engagement undertaken on the Company's March 31, 2017 financial statements.

Reliance on Certain Exemptions

The Company has not relied on exemptions contained in sections 2.4 (*de minimus* non-audit services) or 8.1 (general exemptions) of NI 52-110 in the most recently completed fiscal period.

The Company is relying upon the exemption in section 6.1 of NI 52-110 (for an issuer that does not have any of its securities listed or quoted on a senior stock exchange) which allows for an exemption from Part 5 (Reporting Obligations) providing for short form disclosure of audit committee procedures.

The Company is relying upon the exemption in section 6.1.1(6) of NI 52-110 which allows that if a vacancy on the audit committee arises as a result of the resignation of an audit committee member section 6.1.1(3) does not apply to the audit committee until the later of the next annual meeting of the venture issuer or the date that is six months from the date the vacancy was created. The vacancy on the audit committee was created by the resignation of Brian Peterson as a director on January 10, 2018 and pursuant to section 6.1.1(3) the vacancy must be filled by July 10, 2018. The Company is working to fill the vacancy created by the resignation of Brian Peterson as expediently as possible.

Corporate Governance

Corporate governance relates to the activities of the board of directors of the Company (the "Board"), the members of which are elected by, and are accountable to, the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Canadian Securities Administrators have published guidelines for issuers to consider in developing their own corporate governance practices. Disclosure of those practices is required. The Company's corporate governance practices are set forth below.

Board of Directors

The Company currently has four directors, one of whom is independent. The definition of independence used by the Board is that used by the Canadian Securities Administrators. A director is independent if he or she has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Certain types of relationships are by their nature considered to be material relationships.

Director Teja Singh is independent. Director Amandip Jagpal is not independent because he is the President and Chief Executive Officer of the Company. Director Donald Gordon is not independent because he is the Chief Financial Officer of the Company. Director Richard Cindric is not independent because he has beneficial ownership over greater than ten percent of the voting securities of Bougainville.

The Board exercises its independent supervision over the Company's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors may also hold scheduled meetings at which non-independent directors or members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation by independent or non-management directors, the meeting breaks into a session among the independent or non-management directors.

Directorships

Certain directors are also directors of other issuers that are reporting issuers (or the equivalent), as follows:

DIRECTOR	OTHER DIRECTORSHIPS	MARKET TRADED ON
Donald Gordon	Aida Minerals Corp.	CSE
	Rift Valley Resources Corp.	CSE
	0941092 B.C. Ltd.	N/A
	Web Watcher Systems Ltd.	N/A
	AFG Flameguard Ltd.	N/A
	Alternative Extracts Inc.	N/A
	BioHEP Technologies Ltd.	N/A
	Premier Health Group Inc.	CSE

Orientation and Continuing Education

Changes to the Board are infrequent so there is no need for a formal orientation program for directors. The Board does not provide formal continuing education for directors. Directors maintain the skill and knowledge necessary to meet their obligations as directors through a combination of their existing education, experience as businesspersons and managers, professional continuing education requirements, service as directors of other issuers and advice from the Company's legal counsel, auditor and other advisers.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics for its directors, officers and employees. The Board also believes that the skill and knowledge of Board members and advice from counsel ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Directors and officers are required to disclose dealings in the industry in which the Company operates. They

are also subject to the general obligation under corporate law to disclose and not vote on any material contract or transaction with the Company in which the director or officer has an interest.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees to the Board. Changes to the Board are infrequent.

Compensation

The Board has not appointed a compensation committee. Instead, the independent directors fulfil that role. See "*Executive Compensation*".

Other Board Committees

There are no committees of the Board at this time other than the Audit Committee.

Assessments

The full Board has responsibility for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors. Owing to the small size of the Board, this task has not been assigned to any committee of directors and no formal process is in place.

PLAN OF DISTRIBUTION

This is a non-offering prospectus. No securities are offered pursuant to this Prospectus. The Company is a reporting issuer in British Columbia and Alberta. The Company became a reporting issuer in British Columbia and Alberta on August 14, 2017, upon completion of the Plan of Arrangement.

The Company has applied for listing of its Shares on the CSE. The Company has received conditional approval to list its shares on the CSE.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

RISK FACTORS

Government Regulation of the U.S. Marijuana Industry

Bougainville does not have a direct involvement in the U.S. marijuana industry as defined by Canadian Securities Administrators Staff Notice 51-352, as Bougainville is not directly engaged in the cultivation or distribution of marijuana in accordance with a U.S. state license.

Bougainville's investee, Green Venture, operates in the State of Washington and carries out all its operations in accordance with all applicable rules and regulations and is in compliance with applicable licensing requirements and the regulatory framework enacted by the State of Washington.

No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization by Green Venture or Green Venture's current or future tenant-growers. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

United States Federal Government Regulation

The United States federal government regulates drugs through the *Controlled Substances Act* (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as highly addictive and having no medical value. The United States Federal Drug Administration has not approved the sale of marijuana for any medical application. Doctors may not prescribe cannabis for medical use under federal law, however, they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis will not be denied services or other medications that are denied to those using illegal drugs. Twenty-eight states and the District of Columbia currently have laws legalizing marijuana in some form. Three other states will soon join them after recently passing measures permitting use of medical marijuana.

Currently, twenty-eight states and the District of Columbia have laws legalizing marijuana and CBD in some form. California, Massachusetts, Maine and Nevada passed measures in November 2016 legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. Additionally, there are active efforts by many advocacy groups seeking to expand the legalization of cannabis, including, but not limited to the Marijuana Policy Project, a leading advocate for major state-level marijuana policy reforms that have resulted in successful efforts to pass 10 of the 15 most recent state medical marijuana laws (in Arizona, Delaware, Illinois, Maryland, Michigan, Minnesota, Montana, New Hampshire, Rhode Island, and Vermont) and five of the seven most recent decriminalization laws (in Delaware, Maryland, Massachusetts, Rhode Island, and Vermont). These noted state laws, both proposed and enacted, are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On August 29, 2013, the U.S. Department of Justice issued a memorandum providing that where states and local governments enact laws authorizing cannabis-related use, and implement strong and effective regulatory and enforcement systems, the federal government will rely upon states and local enforcement agencies to address cannabis activity through the enforcement of their own state and local narcotics laws. The memorandum further stated that the U.S Justice Department's limited investigative and prosecutorial resources will be focused on eight priorities to prevent unintended consequences of the state laws, including distribution of cannabis to minors, preventing the distribution of cannabis from states where it is legal to states where it is not, and preventing money laundering, violence and drugged driving.

On December 11, 2014, the U.S. Department of Justice issued another memorandum with regard to its position and enforcement protocol with regard to Indian Country, stating that the eight priorities in the

previous federal memo would guide the United States Attorneys' cannabis enforcement efforts in Indian Country.

The United States Federal Drug Administration has not approved the sale of marijuana or CBD for any medical application. Doctors may not prescribe cannabis or CBD for medical use under federal law, however they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis or CBD will not be denied services or other medications that are denied to those using illegal drugs.

On December 16, 2014, as a component of the federal spending bill, the Obama administration enacted regulations that prohibit the Department of Justice from using funds to prosecute state-based legal medical cannabis programs.

On January 4, 2018 the United States Attorney General issued a memorandum on federal marijuana enforcement policy, rescinding several of the aforementioned measures taken by the Obama administration.

Several states in the United States have enacted legislation to regulate the sale and use of cannabis. Cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the United States and cannabis-related practices or activities, included but not limited to, the manufacture, importation, possession, use or distribution of cannabis are illegal under United States federal law. Compliance with state laws with respect to cannabis will not absolve parties operating in the cannabis industry from liability under United States federal law and will not provide a defense to any federal proceeding which may be brought against these parties. Any such proceedings brought against the Issuer or third parties doing business with the Issuer may adversely affect the Issuer’s operations and financial performance. There is a risk that federal authorities in the United States may enforce federal law regarding the cannabis industry, which may adversely affect the business and investments of the Issuer or third parties doing business with the Issuer in the United States.

Green Venture has no imminent customers at this time, and investors could lose their total investment in Bougainville as a result.

Due to the removal of several of the Obama era policies regarding cannabis there is a heightened risk of federal government prosecutions against persons in the industry which may have an adverse effect on Green Venture’s business to lease turn-key greenhouse facilities to licensed marijuana growers.

Competition

The introduction of a recreational model for cannabis production and distribution may affect the sustainable growth market. The impact of this potential development may be negative for the Company, and could result in increased levels of competition in its existing market and/or the entry of new competitors in the overall cannabis market in which the Company operates. There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Uninsured Risks

Bougainville may carry insurance to protect against certain risks in such amounts as they consider adequate.

Risks not insured against include key person insurance, as Bougainville will heavily rely on its officers.

Conflicts of Interest

Certain directors of Bougainville also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving Bougainville will be made in accordance with their duties and obligations to deal fairly and in good faith with Bougainville and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As Bougainville is at the early stage startup stage, it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from their businesses, Bougainville may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

The ability of Bougainville to continue as a going concern is uncertain and dependent upon their ability to achieve profitable operations, obtain additional capital, and receive continued support from their shareholders. Bougainville is dependent upon the dividends received from its Green Venture Preferred Shares. In the event these dividends are unable to provide sufficient funds for operations management of Bougainville may have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

If for any reason MCOA defaults on its obligations pursuant to the Deed of Trust Bougainville and Green Venture could be called on to satisfy the Deed of Trust via sale of the Washington Property or by other financing sources. The loss of the Washington Property or revenues resulting from it could have a major adverse effect on the operations of Bougainville and Green Venture.

Reliance on Key Personnel and Advisors

Bougainville will rely heavily on its officers. The loss of their services may have a material adverse effect on the business of Bougainville. There can be no assurance that one or all of the employees of, and contractors engaged by, Bougainville will continue in the employ of, or in a consulting capacity to, Bougainville or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, Bougainville who have access to confidential information will not disclose the confidential information.

Uncertainty Regarding Penetration of the Target Market

The commercial success of the business of Bougainville, as compared with its competitors, depends on the acceptance by their potential clients or customers in the respective industries or sectors. Market acceptance will largely depend on the reputation, marketing strategy, and services and performance of Bougainville. The success of Bougainville will depend on the ability to commercialize its products and services and to expand their network clients or market share. Bougainville will need to expand its marketing and sales operations and establish business relations with other professional services providers and clients in a timely manner.

In order to meet their business objectives, Bougainville will have to ensure that its services are professional, reliable and cost-effective, and bring the expected return. There can be no assurance that the business and services of Bougainville will be accepted and recommended.

Operating History and Expected Losses

Bougainville expects to spend capital in order to develop its services, increase marketing efforts, and improve their operations and that of Green Venture's. As a result, startup operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of Bougainville.

Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the operations of Bougainville require them to enter into various agreements with partners, joint venture partners, other businesses partners, equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of their businesses and the successful marketing of their services.

There is no guarantee that those with whom Bougainville need to deal will not adopt other services providers or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the competitors of Bougainville.

Growth Management

In executing the business plan of Bougainville for the future, there will be significant pressure on management, operations, and technical resources. Bougainville anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, Bougainville will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Regulatory Risks

The services provided by Bougainville in the various businesses can be subject to a number of challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that Bougainville will be able to comply with all regulations concerning their businesses.

Potential Liability

Bougainville is subject to the risk of potential liability claims with respect to their businesses. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by Bougainville. There is no guarantee that Bougainville will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide Bougainville with adequate protection against potential liability.

PROMOTERS

Donald Gordon is a promoter of Bougainville as that term is defined in the *Securities Act* (British Columbia). Donald Gordon has 536,433 common shares of the Company (1.09% of the Company's outstanding shares). Details of Donald Gordon's compensation are available in the "Executive Compensation" section of this Prospectus.

For more information concerning the Company's promoter see the "Corporate Structure", "Executive Compensation", "Principal Shareholders" and "Directors and Executive Officers" sections of this Prospectus.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material pending legal proceedings or regulatory actions to which the Company is, or, so far as management of the Company, is likely to be a party.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Corporation

No Principal of the Corporation or Associate or Affiliate of a Principal of the Corporation has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus that has materially affected or is reasonably expected to materially affect the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

Bougainville's auditor is Charlton & Company operating at 555 Burrard St, Vancouver, B.C. V7X 1M9.

Transfer Agent and Registrar

The transfer agent and registrar for Bougainville's common shares is Integral Transfer Agency at its principal office in Toronto.

MATERIAL CONTRACTS

The Company has not entered into any contracts material to investors in the Common Shares since incorporation, other than:

1. The Asset Purchase Agreement with Green Venture dated July 1, 2017;
2. The MCOA Agreement with MCOA dated April 3, 2017 as amended November 6, 2017;
3. The Preferred Shares Letter Agreement with Green Venture dated November 2, 2017;
4. The Arrangement Agreement with BC092 dated June 25, 2014;
5. The Deed of Trust dated November 7, 2017.

EXPERTS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report, valuation, statement or opinion described in this Prospectus, has received or shall receive a direct or indirect interest in any securities or other property of the Company or any associate or affiliate of the Company.

Charlton & Company is the auditor of the Issuer. Charlton & Company has advised that it is independent of Bougainville in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

LIST OF EXEMPTIONS FROM INSTRUMENT

Bougainville was granted exemptive relief by the British Columbia Securities Commission pursuant to Part 19.1(1) of National Instrument 41-101 from the provision set out in section 2.3(1.2) of National Instrument 41-101 which specifies that an issuer must file a final prospectus within 180 days from the date of the receipt of the preliminary prospectus.

OTHER MATERIAL FACTS

To management’s knowledge there are no other material facts about the Company which are not disclosed in this Prospectus.

FINANCIAL STATEMENTS

The following financial statements and management's discussion and analysis are included herein:

- Unaudited interim financial statements of the Issuer for the nine months ended April 30, 2018;
- Audited financial statements of the Issuer for the year ended July 31, 2017 and 2016
- Audited financial statements of the Issuer for the year ended July 31, 2016 and 2015;
- Management’s discussion and analysis of the Issuer for the nine months ended April 30, 2018;
- Management's discussion and analysis of the Issuer for the year ended July 31, 2017 and 2016;
- Management's discussion and analysis of the Issuer for the year ended July 31, 2016 and 2015.
- Unaudited interim financial statements of Green Venture for the three months ended March 31, 2018;
- Audited financial statements of Green Venture for the years ended December 31, 2017, 2016 and 2015;
- Management’s discussion and analysis of Green Venture for the three months ended March 31, 2018; and
- Management's discussion and analysis of Green Venture for the years ended December 31, 2017, 2016 and 2015.

SCHEDULE "A" – AUDIT COMMITTEE CHARTER

BOUGAINVILLE VENTURES INC.

FORM 52-110F2

AUDIT COMMITTEE CHARTER – DISCLOSURE BY VENTURE ISSUERS

1. The Audit Committee's Charter

The Audit Committee's Charter of Bougainville Ventures Inc.
Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's charter documents and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("IFRS"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report

or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

Authority and Responsibility

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
3. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
4. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
5. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
6. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
7. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
8. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
9. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
10. Establish and review the Company's procedures for the:
    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
11. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
12. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting Company in National Instrument 52-110 ("NI 52-110") of the Canadian Securities Administrators, the *Business Corporations Act* and the charter documents of the Company.

2. Composition of the Audit Committee

Amandip Jagpal, Donald Gordon and Teja Singh are members of the audit committee. Each member of the audit committee is financially literate as defined by NI 52-110. Amandip Jagpal is not an independent member of the audit committee by virtue of his position as Chief Executive Officer and President of the Company. Donald Gordon is not an independent member of the audit committee by virtue of his position as Chief Financial Officer. Teja Singh is an independent director of the company.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Pursuant to subsection 6.1.1 (3) of NI 52-110 a majority of the members of the audit committee of a venture issuer must not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.

3. Relevant Education and Experience

The following is the description of education and experience of each audit committee member that is relevant to the performance of his duties.

Mr. Amandip Jagpal acquired his financial literacy while holding management positions at Alliance Vancouver Executive Offices, Paladino Mining and Perfect Word.

Mr. Teja Singh, CPA, CGA, acquired his financial literacy during his tenure as a manager at Pricewaterhouse Coopers LLP related to accounting, tax and business advisory services for private companies in addition to tax structuring and planning for real-estate development companies.

Mr. Donald Gordon, CFA, Mr. Donald Gordon, holds an MBA in addition to a CFA charter, and acquired his financial literacy during his tenure as Director Corporate Finance of the Vancouver Stock Exchange for 17 years and as a corporate finance consultant to investment dealers and issuers in the listing and financing of dozens of issuers over the most recent 17 years and remains a Director and officer of several private and public reporting companies.

4. Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

5. Reliance on Certain Exemptions

The Company's auditors, Charlton & Company, have not provided any material non-audit services.

6. Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

7. External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by Charlton & Company to the Company to ensure auditor independence. Fees incurred with Charlton & Company for audit and non-audit services during the last two fiscal years for audit fees are outlined in the following table.

Financial Year Ending	Audit Fees (1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees (4)
July 31, 2017	$4,000.00	Nil	Nil	$2,000.00(5)
July 31, 2016	$3,000.00	Nil	Nil	Nil
July 31, 2015	$2,500.00	Nil	Nil	Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

(5) $2,000.00 incurred for a review engagement undertaken on the Company's March 31, 2017 financial statements.

8. Exemptions

In respect to the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52 -110.

The Company is relying upon the exemption in section 6.1.1(6) of NI 52-110 which allows that if a vacancy on the audit committee arises as a result of the resignation of an audit committee member section 6.1.1(3) does not apply to the audit committee until the later of the next annual meeting of the venture issuer or the date that is six months from the date the vacancy was created. The vacancy on the audit committee was created by the resignation of Brian Peterson as a director on January 10, 2018 and pursuant to section 6.1.1(3) the vacancy must be filled by the later of July 10, 2018 or the next annual meeting of the Issuer. The Company is working to fill the vacancy created by the resignation of Brian Peterson as expediently as possible.

SCHEDULE "B"

FINANCIAL STATEMENTS OF THE ISSUER

Bougainville Ventures Inc.

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended April 30, 2018 and 2017

(Expressed in Canadian Dollars)

Bougainville Ventures Inc.
Unaudited Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

As at	April 30, 2018	July 31, 2017
	$	$
Assets		
Current		
Cash	**24,972**	**233,844**
Loans receivable (Note 9)	**224,630**	**218,488**
Taxes recoverable	**1,633**	**-**
Share subscription receivable	**15,000**	**-**
Due to (from) related parties (Note 11)	**107,134**	**-**
	373,369	**452,332**
Assets development (Note 10)	**493,596**	**-**
Estate Lot (Note 5)	**907,000**	**-**
	1,400,596	**-**
Total assets	**1,773,965**	**452,332**
Liabilities and shareholders' equity		
Current Liabilities		
Accounts payable and accrued liabilities	**84,676**	**14,349**
Loans Payable (Note 10)	**-**	**468,188**
Due to (from) related parties (Note 11)	**-**	**25,070**
	84,676	**507,607**
Loans Payable (Note 10)	**1,026,880**	-
	1,111,556	**507,607**
Shareholders' Equity		
Share Capital (Note 6)	**987,100**	**100**
Obligation to issue shares (Note 6)	**100,000**	**62,000**
Deficit	**(424,691)**	**(117,375)**
	662,409	**(55,275)**
Total shareholders' equity and liabilities	**1,773,965**	**452,332**

Nature and Continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on June 28, 2018.

"Amandip Jagpal" ***"Donald Gordon"***

Amandip Jagpal, Director Donald Gordon, Director

The accompanying notes are an integral part of these unaudited condensed interim financial statements

Bougainville Ventures Inc.
Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months period ended		For the Nine months period ended	
	April 30, 2018	**April 30, 2017**	**April 30, 2018**	**April 30, 2017**
	$	**$**		
General & Administration Expenses				
Administration and Office fees	-	239	-	239
Accounting Fees (Note 10)	2,750	2,288	9,580	2,288
Bank fees	517	-	1,407	-
Foreign exchange	32,355	3,433	20,176	3,433
Commissions	-	-	12,745	-
Legal Fees	19,280	-	45,086	-
Management fees (Note 10)	9,000	2,009	27,000	2,009
Consulting fees	65,960	-	174,953	-
Regulatory Filings	3,788	7,760	8,362	7,760
Rent	3,150	-	3,150	-
Transfer Agent fees	524	-	4,857	-
Loss and comprehensive loss for the year	**(137,324)**	**(15,729)**	**(307,316)**	**(15,729)**
Basic and diluted loss per common share	**(0.00)**	**(1,123.50)**	**(0.01)**	**(1,123.50)**
Weighted average number of common shares outstanding – basic and diluted	**49,380,541**	**14**	**45,671,112**	**14**

The accompanying notes are an integral part of these unaudited condensed interim financial statements

Bougainville Ventures Inc.
Unaudited Condensed Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Obligation to issue shares	Deficit	Total Shareholders' Equity
		$	$	$	$
Balance, July 31, 2016	**14**	**100**	**-**	**(62,553)**	**(62,453)**
Net loss for the period	**-**	**-**	**-**	**(15,729)**	**(15,729)**
Balance, April 30, 2017	**14**	**100**	**-**	**(78,282)**	**(78,182)**
Obligation to issue shares	**-**	**-**	**62,000**	**-**	**62,000**
Net loss for the year	**-**	**-**	**-**	**(39,093)**	**(39,093)**
Balance, July 31, 2017	**14**	**100**	**62,000**	**(117,375)**	**(55,275)**
Shares Cancelled	**(14)**	**-**	**-**	**-**	**-**
Shares Issued for Plan of Arrangement	**1,225,209**	**-**	**-**	**-**	**-**
Obligation to issue shares	**-**	**-**	**3,000**	**-**	**3,000**
Share subscriptions	**-**	**-**	**100,000**	**-**	**100,000**
Shares Issued for debt settlement	**2,600,000**	**52,000**	**(52,000)**	**-**	**-**
Shares Issued for real estate	**45,368,666**	**907,000**	**-**	**-**	**907,000**
Shares issued	**186,666**	**28,000**	**(13,000)**	**-**	**15,000**
Net loss for the period	**-**	**-**	**-**	**(307,316)**	**(307,316)**
Balance, April 30, 2018	**49,380,541**	**987,100**	**100,000**	**(424,691)**	**662,409**

The accompanying notes are an integral part of these unaudited condensed interim financial statements

Bougainville Ventures Inc.
Unaudited Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the Three Months Ended		For the Nine Months Ended	
	April 30, 2018	**April 30, 2017**	**April 30, 2018**	**April 30, 2017**
Cash provided by (used in):				
Operating activities	$	$		
Net loss for the year	**(137,324)**	**(15,729)**	**(307,316)**	**(15,729)**-
Items not involving cash				
Unrealized foreign exchange	-	-	-	-
Change in non-cash working capital components				
Taxes recoverable	(313)	-	(1,633)	-
Accounts payable and accrued liabilities	(37,331)	2,011	(69,427)	2,011
Net cash used in operating activities	**(174,968)**	**(13,718)**	**(378,376)**	**(13,718)**
Investing activity				
Assets development	(131,915)	-	(493,596)	-
Loans receivable	(9,590)	-	3,708	-
Net cash used in investing activity	**(141,505)**	**-**	**(489,888)**	**-**
Financing activities				
Loans	43,840	117,255	558,963	117,255
Due to (from) to related parties	(2,875)	-	(2,571)	-
Share subscriptions received	100,000	-	103,000	-
Net cash provided by financing activities	**140,965**	**117,255**	**659,392**	**117,255**
Change in cash	**(175,508)**	**103,537**	**(208,872)**	**103,537**
Cash , beginning of the period	**200,480**	**-**	**233,844**	**-**
Cash, end of the period	**24,972**	**103,537**	**24,972**	**103,537**
Cash paid for interest expense	**-**	**-**	**-**	**-**
Cash paid for income taxes	**-**	**-**	**-**	**-**

The accompanying notes are an integral part of these unaudited condensed interim financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Bougainville Ventures Inc. (the "Company") was incorporated under the Business Corporations Act on April 29, 2014 as a wholly owned subsidiary of 0941092 B.C. Ltd. ("BC0941092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a preclinical stage biotechnology, upon the approval from the shareholders of BC0941092 and GEEC.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 1,225,209 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held. On August 14, 2017 the shares were issued.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

On April 3, 2017 the Company entered into the agreement with Marijuana Company of America Inc ("MCOA'') to form a joint venture that includes the organization of a limited liability company to engage in the development and promotion of the products in the high yield crop industry in Washington State USA. As of April 30, 2018 the joint venture was not formed. (Note 13)

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $907,000. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility. On August 14, 2017 the purchase was complete.

The address of the Company's corporate office and place of business is 440 - 890 W Pender Street, Vancouver, British Columbia, Canada.

Going concern of operations

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at April 30, 2018 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $424,691 (2017 - $78,282), a working capital of $288,693 (2017 a deficit of $78,182), and expects to incur further losses in the development of its business, indicate the existence of a material uncertainty all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL") as described in Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less

b. Share-based Payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. No options are granted at present.

c. Deferred Income Taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Deferred Income Taxes (continued)

To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

d. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As April 30, 2018, and 2017, no provision has been recorded in the Company.

e. Loss Per Share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

f. Foreign currency translation

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Canadian dollars which is the company's functional and presentation currency.

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of loss and comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	**Classification**
Loans receivable	FVTPL
Accounts payable	Other liabilities
Loan payable	Other liabilities
Due to related parties	Other liabilities

The fair values of the Company's cash, loans receivable, accounts payable and accrued liabilities, and loans payable approximate their carrying values due to their short term nature.

The Company's financial instruments measured at fair value on the balance sheet consist of cash which is measured at level 1 of the fair hierarchy. The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h. Impairment

i) Non-financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) 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.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

iii) Financial Assets (continued)

against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

i. Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

j. Segment Reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments.

k. Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
ii. IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014
iii. IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.
iv. IFRS 10, "Consolidated Financial Statements" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
v. IFRS 11, "Consolidated Financial Statements" (amended standard) in respect of joint arrangements is effective for annual periods beginning on or after January 1, 2016.
vi. IAS 34, "Interim Financial Reporting" (amended standard) is effective for annual periods beginning on or after January 1, 2016.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l. New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2018:

i. IAS 16, "Property, Plant and Equipment" (amended standard) is to be applied prospectively.

ii. IFRS 7, "Financial Instruments: Disclosure" is effective (proposed) for annual periods beginning on or after January 1, 2018.

iii. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.

iv. IFRS 16, "Leases" is effective for annual periods beginning after December 15, 2019 (i.e., calendar periods beginning on January 1, 2020), and interim periods thereafter. Early adoption is permitted.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected

4. Significant Accounting Judgements and Estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Judgements and estimates made by management that have the most significant effect on the financial statements include, but are not limited to, the followings:

Judgments

i. Going concern assumption

The continued use of the going concern assumption is based on the Company's judgments regarding the availability, timing, and costs of obtaining financing. The use of the going concern assumption is also based on the Company's judgments regarding the continued support and patience of related parties and third party creditors. In applying the going concern assumption, the Company has not taken into account the uncertainty surrounding the timing of receipt of the restricted cash and the uncertainty surrounding the timing of payments of accounts and loans payable in determining the fair values of its financial instruments.

4. Significant Accounting Judgements and Estimates (continued)

ii. Impairment

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

Estimation

i. The fair value of financial instruments

The fair value of certain financial instruments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates made by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

5. REAL ESTATE

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $907,000. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility. On August 14, 2017, the company issued 45,368,666 shares to settle the purchase agreement.

6. SHARE CAPITAL DISCLOSURES

a. Authorized:

Unlimited Common shares without par value

b. Issued and Outstanding:

On August 8, 2017 a resolution was passed to consolidate the capital stock on the basis of seven (7) old common shares into one (1) new common share. All share and per share information included in the financial statements and accompanying notes have been adjusted to reflect this share split for all periods presented.

On August 14, 2017, the Company issued 1,225,209 common shares pursuant to the obligation under the Plan of Arrangement.

On August 14, 2017, the Company issued 2,600,000 common shares for debt settlement of $52,000

On August 14, 2017 the Company issued 45,368,666 common shares real estate lot purchase.

6 SHARE CAPITAL DISCLOSURES

b) Issued and Outstanding (continued):

On November 6, 2017 the Company issued 186,666 units for $0.15 per unit. Each unit consists of: 1 common share of the Company, ½ of one common share purchase warrant with an exercise price of $0.50 and ½ of one common share purchase warrant with an exercise price of $0.75. The Company has outstanding 15,000 in share subscription receivable.

c. Share Subscriptions

In March and April 2018 the Company has received 100,000 in share subscriptions no shares have been issued as of April 30, 2018.

d. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

As at April 30 2018, and 2017, no options were granted or outstanding.

7 CAPITAL DISCLOSURES

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company.

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

8 FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks
Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2018, the Company had $373,369 (2017 – $103,493) in current assets and current liabilities of $84,676 (2017 – $175,261).

Interest risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company holds loans that are denominated in USD currency. A change in foreign currency exchange rates can have an impact on net income and comprehensive income. The result of sensitivity analysis shows an increase or decrease of 5% in exchange rates, with all other variables held constant, could have increased or decreased the net income and comprehensive income by approximately $43,822 (2017 - $NIL).

9 LOANS RECEIVABLE

During the period ended April 30, 2018, the Company advanced $224,630 ($175,000 USD) (2017 - $Nil) to a non-arms-length company.

- $ 75,000 USD of the loan receivable is due on demand and is unsecured, non-interest bearing, extensions and repayment of loan is at the discretion of the Company.
- $ 100,000 USD of the loan receivable is due July 25, 2018 and is unsecured, non-interest bearing, extensions and repayment of loan is at the discretion of the Company.

10 LOANS PAYABLE

As at April 30, 2018 the Company had $1,026,880 ($800,000 USD) (2017 - $Nil) loan from MCOA. This loan is non-interest bearing and is payable from the revenue proceeds from the joint venture. The company does not expect to receive revenues in 2018.

On November 6, 2017, the Company and MCOA amended the original Joint Venture agreement signed on April 3, 2017. MCOA must provide funding of $800,000 USD and give the Company 15,000,000 restricted common shares in MCOA as part of the new amended Joint Venture Agreement.

As of April 30, 2018 the legal formation of the new joint venture has been delayed due to the death of one of the original joint venture party. The company has incurred $493,596 for development of operational facilities of the Green Ventures.

11 RELATED PARTY TRANSACTIONS

For the nine months ended April 30, 2018 management fees of $27,000 (2017 - $2,009) were charged by a company controlled by the Chief Financial Officer (CFO). On March 30, 2017 the $52,000 of debt was settled for 2,600,000 common shares, shares have been issued on August 14, 2017.

As at April 30, 2018, the Company had $107,134 (2017 - $102,488 due to) due from a company controlled by a CFO.

As at April 30, 2018 the Company had $Nil (2017 - $14,870) due to a parent company.

These balances are non-interest bearing and are due on demand.

12 INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported dates is as follows:

	2018	**2017**
	$	**$**
Loss for the year	**(307,316)**	**(54,822)**
Computed income taxes recovery at statutory rate at 26% (2017 – 26%)	**(79,902)**	**(14,254)**
Change in unrecognized deferred tax assets	**79,902**	**14,254**
	-	**-**

12 .INCOME TAXES(continued)

The significant components of the Company's future tax assets, after applying enacted corporation income tax rates of 26%, are as follows:

	2018	**2017**
	$	$
Non-capital losses	**110,420**	**31,000**

At April 30, 2018, the Company had deductible temporary differences for which deferred tax assets have not been recognized because it is not probable that the related tax benefit will be realized.

At April 30, 2018, the Company has accumulated non-capital losses of approximately $424,691 which may be available to offset future income for income tax purposes. Tax attributes are subject to revision and potential adjustment by tax authorities. The non-capital losses expire as follows:

Years of Expiry	**Losses**
	$
2034	351
2035	14,962
2036	47,240
2037	54,822
2038	307,316
Total	**424,691**

Bougainville Ventures Inc.

FINANCIAL STATEMENTS

For the Years Ended July 31, 2017 and 2016

(Expressed in Canadian Dollars)

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charlton

charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Shareholders of:
Bougainville Ventures Inc.

We have audited the accompanying financial statements of Bougainville Ventures Inc., which comprise the statements of financial position as at July 31, 2017 and 2016, the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended and summary of significant accounting policies and other explanatory information**.**

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Bougainville Ventures Inc. as at July 31, 2017 and 2016, and the results of its operations and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matters

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
November 28, 2017

Bougainville Ventures Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)
As at July 31

	2017	2016
	$	$
Assets		
Current		
Cash	**233,844**	**-**
Loans receivable (Note 8)	**218,488**	**-**
Total assets	**452,332**	**-**
Liabilities and shareholders' equity		
Current		
Accounts payable and accrued liabilities	**14,349**	**10,350**
Loans Payable (Note 9)	**468,188**	
Due to related parties (Note 10)	**25,070**	**52,103**
Total Liabilities	**507,607**	**62,453**
Shareholders' Equity		
Share Capital (Note 5)	**100**	**100**
Obligation to issue shares (Note 5)	**62,000**	**-**
Deficit	**(117,375)**	**(62,553)**
	(55,275)	**(62,453)**
Total shareholders' equity and liabilities	**452,332**	**-**

Nature and Continuance of operations (Note 1)
Subsequent events (Note 12)

Approved and authorized for issuance by the Board of Directors on November 28, 2017

"Brian Peterson" ***"Donald Gordon"***

Brian Peterson, Director Donald Gordon, Director

The accompanying notes are an integral part of these financial statements

Bougainville Ventures Inc.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
As at July 31

	2017	2016
	$	$
General & Administration Expenses		
Administration and Office fees (Note 10)	336	12,000
Accounting Fees (Note 10)	6,076	10,160
Foreign exchange	3,645	-
Management fees (Note 10)	23,009	18,000
Consulting fees (Note 10)	13,996	-
Regulatory Filings	7,760	1,080
Rent	-	6,000
Loss and comprehensive loss for the year	**(54,822)**	**(47,240)**
Basic and diluted loss per common share	**(548.22)**	**(472.4)**
Weighted average number of common shares outstanding – basic and diluted	**100**	**100**

The accompanying notes are an integral part of these financial statements

Bougainville Ventures Inc.
Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Obligation to issue shares	Deficit	Total Shareholders' Equity
		$	$	$	$
Balance, July 31, 2015	**100**	**100**	**-**	**(15,313)**	**(15,213)**
Net loss for the year	**-**	**-**	**-**	**(47,240)**	**(47,240)**
Balance, July 31, 2016	**100**	**100**	**-**	**(62,553)**	**(62,453)**
Obligation to issue shares	**-**	**-**	**62,000**	**-**	**62,000**
Net loss for the year	**-**	**-**	**-**	**(54,822)**	**(54,822)**
Balance, July 31, 2017	**100**	**100**	**62,000**	**(117,375)**	**(55,275)**

The accompanying notes are an integral part of these financial statements

Bougainville Ventures Inc.
Statements of Cash Flows
For the years ended July 31, 2017 and 2016
(Expressed in Canadian Dollars)
As at July 31

	2017	2016
Cash provided by (used in):		
Operating activities	$	$
Net loss for the year	**(54,822)**	(**47,240**)
Items not involving cash		
Unrealized foreign exchange	(2,263)	
Change in non-cash working capital components		
Taxes recoverable	-	590
Accounts payable and accrued liabilities	3,999	7,475
Net cash used in operating activities	**(53,086)**	**(39,175)**
Investing activity		
Loans receivable	(225,780)	-
Net cash used in investing activity	**(225,780)**	**-**
Financing activities		
Loans	477,743	
Due to (from) to related parties	24,967	39,175
Share subscriptions received	10,000	-
Net cash provided by financing activities	**512,710**	**39,175**
Change in cash	**233,844**	**-**
Cash , beginning of the year	**-**	**-**
Cash, end of the year	**233,844**	**-**
Cash paid for interest expense	**-**	**-**
Cash paid for income taxes	**-**	**-**

Non-cash transaction:
The Company agreed to settle $52,000 of due to related parties through the issuance of 2,600,000 common shares (Note 12)

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Bougainville Ventures Inc. (the "Company") was incorporated under the Business Corporations Act on April 29, 2014 as a wholly owned subsidiary of 0941092 B.C. Ltd. ("BC0941092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a preclinical stage biotechnology, upon the approval from the shareholders of BC0941092 and GEEC.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 8,576,567 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

As a result of the Arrangement, BC0941092 shareholders will be entitled, on a pro rata basis, a total of approximately 8,576,567 shares of the Company's Class A Preferred Shares multiplied by the Conversion Factor of 7:1 consolidation, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

On April 3, 2017 the Company entered into the agreement with Marijuana Company of America Inc ("MCOA'') to form a joint venture that includes the organization of a limited liability company to engage in the development and promotion of the products in the high yield crop industry in Washington State USA. As of July 31, 2017 the joint venture was not formed. (Note 12)

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $1,330,143. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility.

The address of the Company's corporate office and place of business is 440 - 890 W Pender Street, Vancouver, British Columbia, Canada.

Going concern of operations

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at July 31, 2017 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $117,375 (2016 - $62,553), a working capital deficiency of $55,275 (2016 - $62,453), and expects to incur further losses in the development of its business, indicate the existence of a material uncertainty all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

Going concern of operations (continued)

classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL") as described in Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except or cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less

b. Share-based Payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. No options are granted at present.

c. Deferred Income Taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Deferred Income Taxes (continued)

To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

d. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As July, 2017, and 2016, no provision has been recorded in the Company.

e. Loss Per Share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

f. Foreign currency translation

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Canadian dollars which is the company's functional and presentation currency.

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of loss and comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	**Classification**
Loans receivable	FVTPL
Accounts payable	Other liabilities
Loan payable	Other liabilities
Due to related parties	Other liabilities

The fair values of the Company's cash, loans receivable, accounts payable and accrued liabilities, and loans payable approximate their carrying values due to their short term nature.

The Company's financial instruments measured at fair value on the balance sheet consist of cash which is measured at level 1 of the fair hierarchy. The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h. Impairment

i) Non-financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) 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.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

iii) Financial Assets (continued)

against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

i. Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

j. Segment Reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments.

k. Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
ii. IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014
iii. IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.
iv. IFRS 10, "Consolidated Financial Statements" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
v. IFRS 11, "Consolidated Financial Statements" (amended standard) in respect of joint arrangements is effective for annual periods beginning on or after January 1, 2016.
vi. IAS 34, "Interim Financial Reporting" (amended standard) is effective for annual periods beginning on or after January 1, 2016.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l. New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2018:

i. IAS 16, "Property, Plant and Equipment" (amended standard) is to be applied prospectively.

ii. IFRS 7, "Financial Instruments: Disclosure" is effective (proposed) for annual periods beginning on or after January 1, 2018.

iii. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.

iv. IFRS 16, "Leases" is effective for annual periods beginning after December 15, 2019 (i.e., calendar periods beginning on January 1, 2020), and interim periods thereafter. Early adoption is permitted.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected

4. Significant Accounting Judgements and Estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.
Judgements and estimates made by management that have the most significant effect on the financial statements include, but are not limited to, the followings:

Judgments

i. Going concern assumption

The continued use of the going concern assumption is based on the Company's judgments regarding the availability, timing, and costs of obtaining financing. The use of the going concern assumption is also based on the Company's judgments regarding the continued support and patience of related parties and third party creditors. In applying the going concern assumption, the Company has not taken into account the uncertainty surrounding the timing of receipt of the restricted cash and the uncertainty surrounding the timing of payments of accounts and loans payable in determining the fair values of its financial instruments.

4. Significant Accounting Judgements and Estimates (continued)

ii. Impairment

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

Estimation

i. The fair value of financial instruments

The fair value of certain financial instruments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates made by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

5. SHARE CAPITAL DISCLOSURES

a. Authorized:

Unlimited Common shares without par value

b. Obligation to Issue Shares

On March 30, 2017 the Company reached an agreement to settle $52,000 of debt for 2,600,000 common shares, no shares have been issued as of July 31, 2017. (Note 12)

On June 17, 2017 the company received $10,000 in share subscriptions. Subscription price is $0.15 per unit. Each unit consist of one common share, one-half of one common share purchase warrant with a price of $0.50 exercisable within 12 month of the closing date and one-half of one common share purchase warrant with a price of $0.75 exercisable from the beginning months 13 from the closing date to the end of months 24. No shares have been issued as of July 31, 2017. (Note 12)

c. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

As at July 31 2017, and 2016, no options were granted or outstanding.

6. CAPITAL DISCLOSURES

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company.

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

7. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks
Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2017, the Company had $452,332 (2016 – $Nil) in current assets and current liabilities of $507,607 (2016 – $62,453).

Interest risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company holds loans that are denominated in USD currency. A change in foreign currency exchange rates can have an impact on net income

7. FINANCIAL INSTRUMENTS (continued)

Foreign currency risk (continued)
and comprehensive income. The result of sensitivity analysis shows an increase or decrease of 5% in exchange rates, with all other variables held constant, could have increased or decreased the net income and comprehensive income by approximately $12,485 (2016 - $NIL).

8. LOANS RECEIVABLE

During the year ended July, 2017, the Company advanced $218,488 ($175,000 USD) (2016 - $Nil) to a non-arms-length company.

- $ 75,000 USD of the loan receivable is due on demand and is unsecured, non-interest bearing, extensions and repayment of loan is at the discretion of the Company.
- $ 100,000 USD of the loan receivable is due July 25, 2018 and is unsecured, non-interest bearing, extensions and repayment of loan is at the discretion of the Company.

9. LOANS PAYABLE

As at July 31, 2017 the Company had $468,188 ($375,000 USD) (2016 - $Nil) loan from MCOA (Note 12). This loan is non-interest bearing and is due on demand.

10. RELATED PARTY TRANSACTIONS

For the year ended July 31, 2017 management fees of $23,009 (2016 - $18,000), administration fees of $NIL (2016 - $12,000) were charged by a company controlled by the Chief Financial Officer (CFO). Consulting fees of $6,300 (2016 - $NIL) and accounting fees of $900 (2016 - $NIL) were paid by a company controlled by the Chief Financial Officer (CFO). On March 30, 2017 the $52,000 of debt was settled for 2,600,000 common shares, no shares have been issued as of July 31, 2017.

As at July 31, 2017, the Company had $25,070 (2016 - $37,233) due to a company controlled by a CFO.

As at July 31, 2017 the Company had $Nil (2016 - $14,870) due to a parent company.

These balances are non-interest bearing and are due on demand.

11. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported dates is as follows:

	2017	2016
	$	$
Loss for the year	(54,822)	(47,240)
Computed income taxes recovery at statutory rate at 26% (2016 – 26%)	(14,254)	(12,300)
Change in unrecognized deferred tax assets	14,254	12,300
	-	-

The significant components of the Company's future tax assets, after applying enacted corporation income tax rates of 26%, are as follows:

	2017	2016
	$	$
Non-capital losses	31,000	16,000

At July 31, 2017, the Company had deductible temporary differences for which deferred tax assets have not been recognized because it is not probable that the related tax benefit will be realized.

At July 31, 2017, the Company has accumulated non-capital losses of approximately $117,375 which may be available to offset future income for income tax purposes. Tax attributes are subject to revision and potential adjustment by tax authorities. The non-capital losses expire as follows:

Years of Expiry	Losses
	$
2034	351
2035	14,962
2036	47,240
2037	54,822
Total	**117,375**

12. SUBSEQUENT EVENTS

The Company entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $1,330,143. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility. On August 14, 2017, the company issued 45,368,666 shares to settle the purchase agreement.

On August 14, 2017 the Company issued 49,193,875 common shares:

- 1,225,209 common shares on 7:1 consolidated basis were issued to BC0941092 shareholders under the Plan of Arrangement. (Note1).

- 2,600,000 shares were issued to a company controlled by the Chief Financial Officer for debt settlement of $52,000.

- 45,368,666 shares were issued for real estate lot purchase.

On November 6, 2017 the Company issued 186,666 common shares for $0.15 per share as part of a private placement to raise funds for proceeds of $27,800 which includes the $10,000 in share subscriptions payable (Note 5).

- each unit part of the private placement consists of:
    - 1 common share of the Company
    - ½ of one common share purchase warrant with an exercise price of $0.50
    - ½ of one common share purchase warrant with an exercise price of $0.75

On November 6, 2017, the Company and MCOA amended the original Joint Venture agreement signed on April 3, 2017. MCOA must provide funding of $800,000 USD and give the Company 15,000,000 restricted common shares in MCOA as part of the new amended Joint Venture Agreement. As of July 31, 2017 the new company as part of the Joint Venture has not been formed and the Company has no commitments in funding the Joint Venture. The Company has received $375,000 USD of the agreed funding as of July 31, 2017 (Note 9)

Bougainville Ventures Inc.

(Formerly Teaghlach Asset Acquisition Corp.)

FINANCIAL STATEMENTS

For the Years Ended July 31, 2016 and 2015

(Expressed in Canadian Dollars)

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charlton

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charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Shareholders of:
Bougainville Ventures Inc. (formerly Teaghlach Asset Acquisition Corp.)

We have audited the financial position of Bougainville Ventures Inc. (formerly Teaghlach Asset Acquisition Corp.) as at July 31, 2016 and 2015, the statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended and summary of significant accounting policies and other explanatory information**.**

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Bougainville Ventures Inc. (formerly Teaghlach Asset Acquisition Corp.) as at July 31, 2016 and 2015, and the results of its operations and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matters

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
February 23, 2017

BOUGAINVILLE VENTURES INC.
(Formerly Teaghlach Asset Acquisition Corp.)
Statements of Financial Position
(Expressed in Canadian Dollars)
As at July 31

	2016	2015
	$	$
ASSETS		
Current		
Taxes recoverable	**-**	590
Total assets	**-**	590
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	**10,350**	2,875
Due to a related parties (Note 7)	**52,103**	12,928
Total liabilities	**62,453**	15,803
SHAREHOLDERS' EQUITY		
Share Capital (Note 4)	**100**	100
Deficit	**(62,553)**	(15,313)
Total shareholders' equity	**(62,453)**	(15,213)
Total shareholders' equity and liabilities	**-**	590

Nature and Continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on February 23, 2017

"Brian Peterson" — Brian Peterson, Director

"Donald Gordon" — Donald Gordon, Director

The accompanying notes are an integral part of these financial statements.

BOUGAINVILLE VENTURES INC.
(Formerly Teaghlach Asset Acquisition Corp.)
Statements of Comprehensive Loss
(Expressed in Canadian Dollars)
As at July 31

	2016	2015
General & Administration Expenses		
Administration fees	**12,000**	-
Accounting Fees	**10,160**	5,096
Management fees	**18,000**	-
Legal Fees	**-**	6,534
Regulatory Filings	**1,080**	1,833
Rent	**6,000**	-
Transfer Agent	**-**	1,499
Loss and comprehensive loss	**(47,240)**	(14,962)
Basic and diluted loss per common share	**(472.40)**	(149.62)
Weighted average number of common shares outstanding – basic and diluted	**100**	100

The accompanying notes are an integral part of these financial statements.

BOUGAINVILLE VENTURES INC.
(Formerly Teaghlach Asset Acquisition Corp.)
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Balance, July 31, 2014	**100**	**100**	**(351)**	**(251)**
Net loss for the period	-	-	(14,962)	(14,962)
Balance, July 31, 2015	**100**	**100**	**(15,313)**	**(15,213)**
Balance, July 31, 2015	**100**	**100**	**(15,313)**	**(15,213)**
Net loss for the period	-	-	(47,240)	(47,240)
Balance, July 31, 2016	**100**	**100**	**(62,553)**	**(62,453)**

The accompanying notes are an integral part of these financial statements.

BOUGAINVILLE VENTURES INC.
(Formerly Teaghlach Asset Acquisition Corp.)
Statements of Cash Flows
(Expressed in Canadian Dollars)
As at July 31

For the period ended	**2016**	2015
	$	$
CASH FLOW FROM OPERATING ACTIVITIES		
Net loss for the period	**(47,240)**	(14,962)
Change in non-cash working capital components:		
Decrease (increase) in subscription receivable	**-**	100
Decrease (increase) in taxes recoverable	**590**	(590)
Increase (decrease) in accounts payable and accrued liabilities	**7,475**	2,875
Net cash used in operating activities	**(39,175)**	(12,577)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from related parties (Note 7)	**39,175**	12,577
Net cash provided by financing activities	**39,175**	12,577
Increase (decrease) in cash during the year	**-**	-
Cash, beginning of the year	**-**	-
Cash, end of the year	**-**	-
Interest received	**-**	**-**
Interest paid	**-**	**-**
Income taxes paid	**-**	**-**

The accompanying notes are an integral part of these financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Bougainville Ventures Inc. (formerly Teaghlach Asset Acquisition Corp.) (the "Company") was incorporated under the Business Corporations Act on April 29, 2014 as a wholly owned subsidiary of 0941092 B.C. Ltd. ("BC0941092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a preclinical stage biotechnology, upon the approval from the shareholders of BC0941092 and GEEC.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 8,576,567 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On January 22, 2015, BC0941092 has completed the Plan of Arrangement (the "Arrangement") with the Company. As a result of the Arrangement, BC0941092 shareholders will be entitled, on a pro rata basis, a total of approximately 8,576,567 shares of the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated. As July 31, 2016, no shares have been issued.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

The address of the Company's corporate office and place of business is 440 - 890 W Pender Street, Vancouver, British Columbia, Canada.

Going concern of operations

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at July 31, 2016 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $62,553 (2015 - $15,313), a working capital deficiency of $62,453 (2015 - $15,218), and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL") as described in Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of Six Months or less

b. Share-based Payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. No options are granted at present.

c. Deferred Income Taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As at July 31, 2016 and 2015, no provision has been recorded in the Company.

e. Loss Per Share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

f. Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Taxes recoverable	FVTPL
Accounts payable	Other liabilities
Due to related parties	Other liabilities

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company's financial instruments measured at fair value on the balance sheet consist of cash which is measured at level 1 of the fair hierarchy. The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

g. Impairment

i) Non-financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) 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.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h. Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

i. Segment Reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being in the business of preclinical stage biotechnology.

j. Significant Accounting Judgements and Estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Judgements and estimates made by management that have the most significant effect on the financial statements include, but are not limited to, the followings:

- Impairment — See Note 3g)
- Fair Value of Financial Instruments — See Note 3f)
- Future Income Tax — See Note 3c)
- Going Concern — See Note 1

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k. Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
ii. IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014
iii. IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.

l. New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2016:

i. IFRS 10, "Consolidated Financial Statements" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
ii. IFRS 11, "Consolidated Financial Statements" (amended standard) in respect of joint arrangements is effective for annual periods beginning on or after January 1, 2016.
iii. IAS 16, "Property, Plant and Equipment" (amended standard) is to be applied prospectively.
iv. IAS 34, "Interim Financial Reporting" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
v. IFRS 7, "Financial Instruments: Disclosure" is effective (proposed) for annual periods beginning on or after January 1, 2018.
vi. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected.

4. CAPITAL STOCK

a. Authorized:

Unlimited Common shares without par value

b. Issued and Outstanding:

	Number of Shares	$
Shares issued on incorporation on April 29, 2014	101	101
Shares redeemed	(1)	(1)
Balance, July 31, 2016 and 2015	**100**	**100**

On issuance of the Distributed Shares, the Company redeemed the 1 common share at $1.

c. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

As at July 31, 2016 and 2015, no options were granted or outstanding.

5. CAPITAL MANAGEMENT

The Company considers the items included in shareholders' equity and cash as capital. The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company.

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

6. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks

Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2016, the Company had no cash and current liabilities of $62,453 (2015 – $15,803)

Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

7. RELATED PARTY TRANSACTIONS

For the year ended July 31, 2016 management fees of $18,000 (2015 - $Nil) and administration fees of $12,000 (2015 - $Nil) were charged by a company controlled by the Chief Financial Officer (CFO).

As at July 31, 2016, the Company had $37,233 (2015 - $1,233) due to a company controlled by a CFO.

As at July 31, 2016, the Company had $14,870 (2015 - $11,695) due to a parent company.

These balances are non-interest bearing and are due on demand.

8. INCOME TAXES

At July 31, 2016, the Company has accumulated non-capital losses of approximately $62,553 (2015 - $15,313) which may be available to offset future income for income tax purposes. Tax attributes are subject to revision and potential adjustment by tax authorities. The non-capital losses expire as follows:

Years of Expiry	**Losses**
	$
2034	351
2035	14,962
2036	47,240
Total	**62,553**

A reconciliation of income taxes at statutory rates with the reported dates is as follows:

	2016	2015
	$	$
Loss for the year	**(47,240)**	(14,962)
Computed income taxes recovery at statutory rate at 26% (2015 – 26%)	**(12,300)**	(100)
Change in unrecognized deferred tax assets	**12,300**	100
	-	-

The significant components of the Company's future tax assets, after applying enacted corporation income tax rates of 26%, are as follows:

	2016	**2015**
	$	$
Non-capital losses	**16,000**	3,900

At July 31, 2016 and 2015, the Company had deductible temporary differences for which deferred tax assets have not been recognized because it is not probable that the related tax benefit will be realized.

SCHEDULE "C"

MANAGEMENT DISCUSSION AND ANALYSIS OF THE ISSUER

Bougainville Ventures Inc.

440-890 West Pender Street, Vancouver, BC,

MANAGEMENT'S DISCUSSION & ANALYSIS
For the Nine months period ended April 30, 2018 and 2017
As at June 29, 2018

INTRODUCTION

General

The Company was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") as "Teaghlach Asset Acquisition Corp." on April 29, 2014 as a fully-owned subsidiary of 0941092BC Ltd. ("BC092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement"). BVI provides a growing facility initially consisting of one acre of land and two 10,000 square foot cultivation and production greenhouses under a lease agreement with a licensed I-502 (marijuana) grower.

As a result of the Arrangement, BC0941092 shareholders received, on a pro rata basis, common shares of Bougainville (the "Common Shares") in return for all assets of Bougainville as a separate operating entity. The Company received the final approval of the Supreme Court of British Columbia on August 27, 2014, the effective date of filing with the B.C. Corporate Registry was March 3, 2015 and the shares were issued under the Arrangement on August 14, 2017.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

On April 3, 2017 the Company entered into the agreement with Marijuana Company of America Inc ("MCOA'') to form a joint venture that includes the organization of a limited liability company to engage in the development and promotion of the products in the high yield crop industry in Washington State USA. As of April 30, 2018 the joint venture was not formed.

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $1,330,143. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility.

The address of the Company's corporate office and place of business is 500 - 900 W Hastings Street, Vancouver, British Columbia, Canada.

The Company`s financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at April 30, 2018 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $424,691 (2017 - $78,282), a working capital of $273,693 (2017 a deficit of $265,182), and expects to incur further losses in the development of its business, indicate the existence of a material uncertainty all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") is dated as of June 29, 2018 and should be read in conjunction with the unaudited condensed interim financial statements of the Company together with the related notes for the three months ended April 30, 2018, and 2017, and the audited financial statements of the Company together with the related notes for the year ended July 31, 2017.

Our discussion in this MD&A is based on the Financial Statements for the Nine months ended April 30, 2018, and 2017 prepared in accordance with International Financial Reporting Standards. ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars. The financial statements and MD&A have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

Principal Business

Bougainville has entered into the Green Venture JV, pursuant to which Bougainville holds interests in real estate, shareholdings and services agreements to offer services to Green Venture, an infrastructure and equipment leasing company. Green Venture is a private British Columbia registered corporation which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing. Green Venture is currently constructing a 10,000 square foot temporary

greenhouse in Oroville, Washington. Green Venture's first tenant-grower partner is a I-502 licensed marijuana grower in Washington.

Bougainville is not a licensed marijuana grower, processor or retailer. Bougainville's interaction is limited to providing capital and management experience to Green Venture, under the terms of the Green Venture JV, to facilitate Green Venture in providing real estate, infrastructure and equipment to I-502 licensed marijuana growers or for other high value premium cash crops.

Bougainville's core business strategy is to enter into joint venture arrangements businesses that are in the business of leasing infrastructure and equipment to tenant-growers on land that was traditionally used to grow marginally profitable feed crops – similar to its joint venture arrangement with Green Venture. Green Venture leases infrastructure and equipment to tenant-growers that are licensed marijuana producers and are unable to obtain conventional financing and loans as a result. Green Venture is able to lease equipment to tenant-growers required for the production of marijuana and to fulfil the demand for equipment leasing that was previously unmet by the market due to the difficulty in obtaining financing faced by marijuana producers. Bougainville's business model is easily scalable through Green Venture's expansion of its operations. Bougainville is focused on identifying other joint venture opportunities of this nature.

Green Venture currently operates in Oroville, WA. Oroville is located in the northern region of the Okanogan Valley of Washington State. See "Description of the Business."

Business Objectives and Milestones

Green Venture plans to grow its equipment inventory and add additional tenant-grower/lessee clients to expand the scale of its business. Green Venture's turnkey model is scalable and able to grow rapidly with greenhouses that can be erected and operational in 6 weeks. As Green Venture's operations and revenues expand dividends paid by Green Venture to Bougainville's Green Venture will expand accordingly. See "Description of the Business."

The following development plan highlights the milestones Green Venture plans to achieve in the short-term as well as in the first 3 years of Green Venture's operations.

Phase 1	Procurement of 1-acre Washington Property, water rights and first I-502 tenant acquisition	Complete
Phase 2	Secure funding for the build-out of greenhouse campus	Complete
Phase 3	Build-out of our first 10,000 sq. ft. greenhouse and 2000 sq. ft. processing warehouse	In progress
Phase 4	Build-out of our second 10,000 sq. ft. greenhouse (20,000 sq. ft. total greenhouse campus)	Q1 Year 2

Phase 5	Build-out of our third 10,000 sq. ft. greenhouse (30,000 sq. ft. total greenhouse campus)	Q3 Year 2
Phase 6	Expansion of land to 4 acres. Add two more I-502 tenant-growers and the expansion of our greenhouse campus to house these additional tenants	Planned for Year 2
Phase 7	Expansion of land to 9 acres. Add three more I-502 tenant-growers and the expansion of our greenhouse campus to house these additional tenants	Planned for Year 3

SELECTED QUARTERLY FINANCIAL INFORMATION

	For the Three-Month Period Ended April 30, 2018	**For the Three-Month Period Ended October 31, 2016**
	$	**$**
Revenue	-	-
Net income (loss)	**(137,324)**	**(15,729)-**
Income (loss) per common share	**(0.00)**	**(1,123.50)-**
Total assets	**358,369**	**103,537**
Total long-term financial liabilities	**1,026,880**	**-**
Dividends declared	-	**-**
		-

RESULTS OF OPERATIONS

For the three months period ended April 30, 2018 and 2017 the Company has not generated revenues

Accounting Fees $ 2,750 (2017-$ 2,288); Bank Fees $517 (2017-$ Nil); Foreign exchange $32,355 (2017-$3,433); Management fees $9,000 (2017-$2,009);Legal fees $19,280 (2017-$ Nil); Consulting fees $65,960 (2017-NIL); Regulatory Filings $3,788 (2017- $7,760l); Rent $3,150 (2017-$ Nil); and Transfer Agent Fees $524 (2017-$ Nil).

LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any revenue from operations and to date has relied solely upon related loans to continue its business.

As of April 30, 2018, the Company's total assets of $1,758,965 were comprised of $24,972 of Cash , $224,630 in Loans receivables, $1,633 in Taxes recoverable, $107,134 in Due from a related parties, $493,596 in Assets development and $907,000 Real Estate lot. The Company's total liabilities were $1,111,556 comprised of accounts payable and accrued liabilities $84,676, and Loans $1,026,880.

The Equity deficit increased to $424,691 as of April 30, 2018 from $117,375 on July 31, 2017 due to the incurred expenses.

CHANGES IN CASH POSITIONS

	For the Three-Month Period Ended	
	April 30, 2018	April 30, 2017
	$	$
Cash (used in) /provided by:		
Net cash used in operating activities	**(174,968)**	**(13,718)**
Net cash used in investing activities	**(141,505)-**	**-**
Net cash provided by financing activities	**140,965**	**117,255**
Change in cash	**(175,508)**	**103,537**
Cash , beginning	**200,480**	**-**
Cash, end	**24,972**	**103,537**

Cash Flows from Investing Activities

Company has not generated positive cash flows from operating activities for the three months period ended April 30, 2018 and 2017. For the period ended April 30, 2018, net cash flows used in operating activities was $174,968 compared to $13,718 as at April 30, 2017.

Cash Flows from Investing Activities
Company has not generated positive cash flows from investing activities for the three months period ended April 30, 2018 and 2017. For the period ended April 30, 2018, net cash flows used in investing activities was $141,505 compared to $Nil as at April 30, 2017.

Cash Flows from Financing Activities
For the three months period ended April 30, 2018, net cash provided by financing activities was $140,965 compared to $117,255 as at April 30, 2017.

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	Revenue ($)	Net Income (Net Loss) ($)	Gain (Loss) per Share ($)
30 Apr 2018	-	(137,324)	(0.00)
31 Jan 2017	-	(81,982)	(0.00)
31 Oct 2017	-	(98,010)	(0.00)
31 July 2017	-	(39,093)	(2,792.56)
30 Apr 2017	-	(15,729)	(1,123.5)
31 Jan 2017	-	-	-
31 Oct 2016	-	-	-
31 July 2016	-	(748)	(53,43)
30 Apr 2016	-	(8,000)	(571.43)
31 Jan 2016	-	(20,167)	(1,440.5)
31 Oct 2015	-	(18,325)	(1,308.93)
31 July 2015	-	(14,692)	(1,049.43)
30 Apr 2015	-	(270)	(19,29)
31 Jan 2015	-	-	-
31 Oct 2014	-	-	-
31 July 2014*	-	(351)	(25.07)

* The Company was incorporated on April 29, 2014. Period is from date of incorporation April 29, 2014 to July 31, 2014

Since April 29, 2014, date of Incorporation to April 30, 2018 the Company has not generated revenues.

FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks
Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2018, the Company had $358,369 (2017 – $103,537) in current assets and current liabilities of $84,676 (2017 – $129,719).

Interest risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company holds loans that are denominated in USD currency. A change in foreign currency exchange rates can have an impact on net income and comprehensive income. The result of sensitivity analysis shows an increase or decrease of 5% in exchange rates, with all other variables held constant, could have increased or decreased the net income and comprehensive income by approximately $43,822 (2017 - $NIL).

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issued and Outstanding:

On August 8, 2017 a resolution was passed to consolidate the capital stock on the basis of seven (7) old common shares into one (1) new common share. All share and per share information included in the financial statements and accompanying notes have been adjusted to reflect this share split for all periods presented.

On August 14, 2017, the Company issued 1,225,209 common shares pursuant to the obligation under the Plan of Arrangement.

On August 14, 2017, the Company issued 2,600,000 common shares for debt settlement of $52,000

On August 14, 2017 the Company issued 45,368,666 common shares real estate lot purchase.

On November 6, 2017 the Company issued 186,666 units for $0.15 per unit. Each unit consists of: 1 common share of the Company, ½ of one common share purchase warrant with an exercise price of $0.50 and ½ of one common share purchase warrant with an exercise price of $0.75. The Company has outstanding 15,000 in share subscription receivable.

In March and April 2018 the Company has received 100,000 in share subscriptions no shares have been issued as of April 30, 2018.

As at April 30, 2018 and the date of this report there were no stock options outstanding.

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS AND BALANCES

For the nine months ended April 30, 2018 management fees of $27,000 (2017 - $2,009) were charged by a company controlled by the Chief Financial Officer (CFO). On March 30, 2017 the $52,000 of debt was settled for 2,600,000 common shares, shares have been issued on August 14, 2017.

As at April 30, 2018, the Company had $107,134 (2017 - $102,488 due to) due from a company controlled by a CFO.

As at April 30, 2018 the Company had $Nil (2017 - $14,870) due to a parent company.

These balances are non-interest bearing and are due on demand.

CHANGES IN ACCOUNTING POLICIES

Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
ii. IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014
iii. IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.

New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2016:

i. IFRS 10, "Consolidated Financial Statements" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
ii. IFRS 11, "Consolidated Financial Statements" (amended standard) in respect of joint arrangements is effective for annual periods beginning on or after January 1, 2016.
iii. IAS 16, "Property, Plant and Equipment" (amended standard) is to be applied prospectively.
iv. IAS 34, "Interim Financial Reporting" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
v. IFRS 7, "Financial Instruments: Disclosure" is effective (proposed) for annual periods beginning on or after January 1, 2018.
vi. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.
vii. IFRS 16, "Leases" is effective for annual periods beginning after December 15, 2019 (i.e., calendar periods beginning on January 1, 2020), and interim periods thereafter. Early adoption is permitted.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

United States Regulation

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as highly addictive and having no medical value. The United States Federal Drug Administration has not approved the sale of marijuana for any medical application. Doctors may not prescribe cannabis for medical use under federal law, however, they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis will not be denied services or other medications that are denied to those using illegal drugs. Twenty-eight states and the District of Columbia currently have laws legalizing marijuana in some form. Three other states will soon join them after recently passing measures permitting use of medical marijuana.

Recently, California, Massachusetts, Maine and Nevada all passed measures in November, 2016 legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to Nine plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. Additionally, there are active efforts by many advocacy groups seeking to expand the legalization of cannabis, including, but not limited to the Marijuana Policy Project, a leading advocate for major state-level marijuana policy reforms that have resulted in successful efforts to pass 10 of the 15 most recent state medical marijuana laws (in Arizona, Delaware, Illinois, Maryland, Michigan, Minnesota, Montana, New Hampshire, Rhode Island, and Vermont) and five of the seven most recent decriminalization laws (in Delaware, Maryland, Massachusetts, Rhode Island, and Vermont). These noted state laws, both proposed and enacted, are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On August 29, 2013, the U.S. Department of Justice issued a memorandum providing that where states and local governments enact laws authorizing cannabis-related use, and implement strong and effective regulatory and enforcement systems, the federal government will rely upon states and local enforcement agencies to address cannabis activity through the enforcement of their own state and local narcotics laws. The memorandum further stated that the U.S Justice Department's limited investigative and prosecutorial resources will be focused on eight priorities to prevent unintended consequences of the state laws, including distribution of cannabis to minors, preventing the distribution of cannabis from states where it is legal to states where it is not, and preventing money laundering, violence and drugged driving.

On December 11, 2014, the U.S. Department of Justice issued another memorandum with regard to its position and enforcement protocol with regard to Indian Country, stating that the eight priorities in the previous federal memo would guide the United States Attorneys' cannabis enforcement efforts in Indian Country.

The United States Federal Drug Administration has not approved the sale of marijuana or CBD for any medical application. Doctors may not prescribe cannabis or CBD for medical use under federal law, however they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis or CBD will not be denied services or other medications that are denied to those using illegal drugs.

Currently, twenty-eight states and the District of Columbia have laws legalizing marijuana and CBD in some form. In November, 2016, California, Massachusetts, Maine and Nevada all passed measures legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to Nine plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. These noted state laws, both proposed and enacted, are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On December 16, 2014, as a component of the federal spending bill, the Obama administration enacted regulations that prohibit the Department of Justice from using funds to prosecute state-based legal medical cannabis programs.

Although Bougainville's customers include luxury crop growers, there are no imminent customers at this time, and investors could lose their total investment in our Company.

As a result of the election in 2016, the Trump administration has not indicated whether the U.S. Department of Justice would maintain the aforementioned policies, and there is a material risk that if the Obama era policies regarding cannabis are not followed, our business to lease turn-key greenhouse facilities to licensed marijuana growers could end. The Trump administration has not taken a position on enforcement of federal laws relating to cannabis, in light of the foregoing administrative position of the U.S. Department of Justice .

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

Bougainville Ventures Inc.

Formerly Teaghlach Asset Acquisition Corp.

440-890 W.Pender St, Vancouver, BC,

MANAGEMENT'S DISCUSSION & ANALYSIS
For the years ended July 31, 2017 and 2016
As at December 8 , 2017
(Amended and Restated)

INTRODUCTION

General

The Company was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") as "Teaghlach Asset Acquisition Corp." on April 29, 2014 as a fully-owned subsidiary of 0941092BC Ltd. ("BC092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement"). BVI provides a growing facility initially consisting of one acre of land and two 10,000 square foot cultivation and production greenhouses under a lease agreement with a licensed I-502 (marijuana) grower.

As a result of the Arrangement, BC0941092 shareholders received, on a pro rata basis, common shares of Bougainville (the "Common Shares") in return for all assets of Bougainville as a separate operating entity. The Company received the final approval of the Supreme Court of British Columbia on August 27, 2014, the effective date of filing with the B.C. Corporate Registry was March 3, 2015 and the shares were issued under the Arrangement on August 14, 2017.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

On April 3, 2017 the Company entered into the agreement with Marijuana Company of America Inc ("MCOA'') to form a joint venture that includes the organization of a limited liability company to engage in the development and promotion of the products in the high yield crop industry in Washington State USA. As of July 31, 2017 the joint venture was not formed.

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $1,330,143. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility.

The address of the Company's corporate office and place of business is 500 - 900 W Hastings Street, Vancouver, British Columbia, Canada.

The Company`s financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at July 31, 2017 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $117,375 (2016 - $62,553), a working capital deficiency of $55,275 (2016 - $62,453), and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") is dated as of November 28, 2017 and should be read in conjunction with the financial statements of the Company together with the related notes for the years ended July 31, 2017, and 2016.

Our discussion in this MD&A is based on the Financial Statements for the years ended July 31, 2017, and 2016 prepared in accordance with International Financial Reporting Standards. ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL") as described in Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except or cash flow information.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

Bougainville is an investment company focused on investing in land, infrastructure and equipment leasing companies (the "Investment Target Companies"). The Investment Target Companies provide high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Bougainville invests in Investment Target Companies that intend to become the primary equipment and greenhouse supplies for their tenant-grower partners. Bougainville is currently proceeding with its investment in its first Investment Target Company, which intends to offer additional fully built out turnkey solutions to licensed I-502 tenant-

growers and luxury crop growers who will lease the Investment Target Company's facilities for production and processing.

Bougainville's first Investment Target Company, Green Venture Capital Corp., is a private British Columbia registered corporation ("Green Venture"). Green Venture is currently constructing a 10,000 square foot temporary greenhouse in Oroville, Washington. Green Venture's first tenant-grower partner is a I-502 licensed marijuana grower in Washington. The I-502 license Bougainville is not a licensed marijuana grower, processor or retailer. Bougainville's interaction is limited to providing capital to Green Venture and other Investment Target Companies to assist them in providing real estate, infrastructure and equipment to I-502 licensed marijuana growers or for other high value premium cash crops.

Bougainville's core business strategy is to invest in Investment Target Companies, such as Green Venture, that are in the business of leasing infrastructure and equipment to tenant-growers on land that was traditionally used to grow marginally profitable feed crops. Tenant-growers that are licensed marijuana producers and are unable to obtain conventional financing and loans as a result. Green Venture is able to lease equipment to tenant-growers required for the production of marijuana and to fulfil the requirement for equipment leasing that was previously unmet by the market. Bougainville's business model is easily scalable by the Company identifying and investing in additional Investment Target Companies as well as by Green Venture's expansion of its operations.

The Company's is currently focused in investing in Investment Target Companies operating in Oroville, WA. Oroville is located in the northern region of the Okanogan Valley of Washington State. See "Description of the Business."

SELECTED ANNUAL INFORMATION

	For the Year Ended July 31, 2017	**For the Year Ended July 31, 2016**	**For the Year Ended July 31, 2015**
	$	**$**	**$**
Revenue	-	-	
Net income (loss)	**(54,822)**	**(47,240)**	**(14,962)**
Income (loss) per common share	**(548.22)**	**(472.40)**	**(149.62)**
Total assets	**452,332**	**-**	**590**
Total long-term financial liabilities	**-**	**-**	**-**
Dividends declared	-	**-**	**-**

RESULTS OF OPERATIONS

For the years ended July 31, 2017, 2016 and 2015 the Company has not generated revenues.

Administration and Office fees $336 (2016-$12,000; 2015-NIL); Accounting Fees $6,076 (2016-$10,160; 2015-5,096); Foreign exchange $3,645 (2016-NIL; 2015-NIL); Management fees $23,009 (2016-$18,000; 2015-NIL); Consulting fees $13,996 (2016-NIL; 2015-NIL); Regulatory Filings $7,760 (2016-1,080; 2015-$1,833) ; Legal Fees NIL (2016-NIL; 2015-$6,534), Transfer Agent Legal Fees NIL (2016-NIL; 2015-$1,499)and Rent Nil (2016-$6,000; 2015-NIL)

LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any revenue from operations and to date has relied solely upon related loans to continue its business.

As of July 31, 2017, the Company's total assets of $452,332 were comprised of $233,844 of Cash and $218,488 in Loans receivables. The Company's total liabilities were $507,607 comprised of accounts payable and accrued liabilities $14,349, Loans $468,188 and Due to a related parties $25,070.

The Equity deficit has increased to $117,375 as of July 31, 2017 from $62,553 on July 31, 2016 and from $15,313 as of July 31, 2015 due to the incurred expenses.

CHANGES IN CASH POSITIONS

	For the year ended		
	July 31, 2017	**July 31, 2016**	**July 31, 2015**
	$	**$**	
Cash (used in) /provided by:			
Net cash used in operating activities	**(50,822)**	**(39,175)**	**-**
Net cash used in investing activities	**(218,488)**	**-**	**-**
Net cash provided by financing activities	**503,155**	**39,175**	**-**
Change in cash	**233,844**	**-**	**-**
Cash , beginning	**-**	**-**	**-**
Cash, end	**233,844**	**-**	**-**

Cash Flows from Investing Activities

Company has not generated positive cash flows from operating activities for the year ended July 31, 2017, 2016 and 2015. For the year ended July 31, 2017, net cash flows used in operating activities was $50,823 compared to $39,175 and NIL as at July 31, 2016, 2015 respectively.

Cash Flows from Investing Activities
For the year ended July 31, 2017, 2016 and 2015, the Company advanced $218,488 ($175,000 USD) (2016 - $Nil; 2015-NIL) to a non-arms-length company. The loan is unsecured, non-interest bearing and repayable at the discretion of the Company.

Cash Flows from Financing Activities
Company financed its operations primarily from loans and from loans from the related parties. For the year ended July 31, 2017, net cash from financing activities was $503,155 compared to $39,175 and NIL as at July 31, 2016, 2015 respectively. As of July 31, 2017 the Company received loan of $468,188 ($375,000USD) from MCOA but activity under the joint venture had not commenced.

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	Revenue ($)	Net Income (Net Loss) ($)	Gain (Loss) per Share ($)
31 July 2017	-	(39,093)	(390.93)
30 Apr 2017	-	(15,729)	(157.29)
31 Jan 2017	-	-	-
31 Oct 2016	-	-	-
31 July 2016	-	(748)	(7.48)
30 Apr 2016	-	(8,000)	(80.00)
31 Jan 2016	-	(20,167)	(201.67)
31 Oct 2015	-	(18,325)	(183.25)
31 July 2015	-	(14,692)	(14,692)
30 Apr 2015	-	(270)	(2.7)
31 Jan 2015	-	-	-
31 Oct 2014	-	-	-
31 July 2014*	-	(351)	(3.51)

* The Company was incorporated on April 29, 2014. Period is from date of incorporation April 29, 2014 to July 31, 2014

Since April 29, 2014, date of Incorporation to July 31, 2017 the Company has not generated revenues.

FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks
Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2017, the Company had $452,332 (2016 – $Nil) in current assets and current liabilities of $507,607 (2016 – $62,453).

Interest risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company holds loans that are denominated in USD currency. A change in foreign currency exchange rates can have an impact on net income and comprehensive income. The result of sensitivity analysis shows an increase or decrease of 5% in exchange rates, with all other variables held constant, could have increased or decreased the net income and comprehensive income by approximately $12,485 (2016 - $NIL).

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at the date of this report, 100 shares were issued and outstanding.

As of July 31, 2017 the company has obligation to issue 2,600,000 shares for $52,000 debt conversion.

As at July 31, 2017 and the date of this report there were no stock options or warrants outstanding.

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS AND BALANCES

For the year ended July 31, 2017 management fees of $23,009 (2016 - $18,000) and administration fees of $NIL (2016 - $12,000) were charged by a company controlled by the Chief Financial Officer (CFO). On March 30, 2017 the $52,000 of debt was settled for 2,600,000 common shares, no shares have been issued as of July 31, 2017.

As at July 31, 2017, the Company had $25,070 (2016 - $37,233) due to a company controlled by a CFO.

As at July 31, 2017 the Company had $Nil (2016 - $14,870) due to a parent company.

These balances are non-interest bearing and are due on demand.

CHANGES IN ACCOUNTING POLICIES

Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
ii. IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014
iii. IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.

New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2016:

i. IFRS 10, "Consolidated Financial Statements" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
ii. IFRS 11, "Consolidated Financial Statements" (amended standard) in respect of joint arrangements is effective for annual periods beginning on or after January 1, 2016.
iii. IAS 16, "Property, Plant and Equipment" (amended standard) is to be applied prospectively.
iv. IAS 34, "Interim Financial Reporting" (amended standard) is effective for annual periods beginning on or after January 1, 2016.
v. IFRS 7, "Financial Instruments: Disclosure" is effective (proposed) for annual periods beginning on or after January 1, 2018.
vi. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.
vii. IFRS 16, "Leases" is effective for annual periods beginning after December 15, 2019 (i.e., calendar periods beginning on January 1, 2020), and interim periods thereafter. Early adoption is permitted.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

United States Regulation

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as highly addictive and having no medical value. The United States Federal Drug Administration has not approved the sale of marijuana for any medical application. Doctors may not prescribe cannabis for medical use under federal law, however, they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis will not be denied services or other medications that are denied to those using illegal drugs. Twenty-eight states and the District of Columbia currently have laws legalizing marijuana in some form. Three other states will soon join them after recently passing measures permitting use of medical marijuana.

Recently, California, Massachusetts, Maine and Nevada all passed measures in November, 2016 legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. Additionally, there are active efforts by many advocacy groups seeking to expand the legalization of cannabis, including, but not limited to the Marijuana Policy Project, a leading advocate for major state-level marijuana policy reforms that have resulted in successful efforts to pass 10 of the 15 most recent state medical marijuana laws (in Arizona, Delaware, Illinois, Maryland, Michigan, Minnesota, Montana, New Hampshire, Rhode Island, and Vermont) and five of the seven most recent decriminalization laws (in Delaware, Maryland, Massachusetts, Rhode Island, and Vermont). These noted state laws, both proposed and enacted, are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On August 29, 2013, the U.S. Department of Justice issued a memorandum providing that where states and local governments enact laws authorizing cannabis-related use, and implement strong and effective regulatory and enforcement systems, the federal government will rely upon states and local enforcement agencies to address cannabis activity through the enforcement of their own state and local narcotics laws. The memorandum further stated that the U.S Justice Department's limited investigative and prosecutorial resources will be focused on eight priorities to prevent unintended consequences of the state laws, including distribution of cannabis to minors, preventing the distribution of cannabis from states where it is legal to states where it is not, and preventing money laundering, violence and drugged driving.

On December 11, 2014, the U.S. Department of Justice issued another memorandum with regard to its position and enforcement protocol with regard to Indian Country, stating that the eight priorities in the previous federal memo would guide the United States Attorneys' cannabis enforcement efforts in Indian Country.

The United States Federal Drug Administration has not approved the sale of marijuana or CBD for any medical application. Doctors may not prescribe cannabis or CBD for medical use under federal law, however they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis or CBD will not be denied services or other medications that are denied to those using illegal drugs.

Currently, twenty-eight states and the District of Columbia have laws legalizing marijuana and CBD in some form. In November, 2016, California, Massachusetts, Maine and Nevada all passed measures legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. These noted state laws, both proposed and enacted, are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On December 16, 2014, as a component of the federal spending bill, the Obama administration enacted regulations that prohibit the Department of Justice from using funds to prosecute state-based legal medical cannabis programs.

Although Bougainville's customers include luxury crop growers, there are no imminent customers at this time, and investors could lose their total investment in our Company.

As a result of the election in 2016, the Trump administration has not indicated whether the U.S. Department of Justice would maintain the aforementioned policies, and there is a material risk that if the Obama era policies regarding cannabis are not followed, our business to lease turn-key greenhouse facilities to licensed marijuana growers could end. The Trump administration has not taken a position on enforcement of federal laws relating to cannabis, in light of the foregoing administrative position of the U.S. Department of Justice .

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

Bougainville Ventures Inc.

Formerly Teaghlach Asset Acquisition Corp.

440 – 890 West Pender Street, Vancouver, BC

MANAGEMENT'S DISCUSSION & ANALYSIS
For the years ended July 31, 2016 and 2015
As at February 23, 2017

INTRODUCTION

General

Bougainville Ventures Inc. (formerly Teaghlach Asset Acquisition Corp.) (the "Company") was incorporated under the Business Corporations Act on April 29, 2014 as a wholly owned subsidiary of 0941092 B.C. Ltd. ("BC0941092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a preclinical stage biotechnology, upon the approval from the shareholders of BC0941092 and GEEC.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 8,576,567 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On January 22, 2015, BC0941092 has completed the Plan of Arrangement (the "Arrangement") with the Company. As a result of the Arrangement, BC0941092 shareholders will be entitled, on a pro rata basis, a total of approximately 8,576,567 shares of the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated. As at July 31, 2016, no shares have been issued.

On January 22, 2016 the Company changed its name to Bougainville Ventures Inc.

The address of the Company's corporate office and place of business is 440 - 890 W Pender Street, Vancouver, British Columbia, Canada.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at July 31, 2016 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $62,553 (2015 - $15,313), a working capital deficiency of $62,453 (2015 - $15,218), and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") is dated as of February 23, 2017 and should be read in conjunction with the financial statements of the Company together with the related notes for the years ended July 31, 2016, and 2015.

Our discussion in this Annual MD&A is based on the Audited Financial Statements for the years ended July 31, 2016, and 2015 prepared in accordance with International Financial Reporting Standards. ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

All statements other than statements of historical fact in this Annual MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

The Company was incorporated under the Business Corporations Act (British Columbia) on April 29, 2014 under a plan of arrangement (the "Arrangement") as a wholly owned subsidiary of 0941092 B.C. Limited. ("BC0941092").

On August 10, 2015, the Company issued notice under Section 4.8(2) of National Instrument 51-102 (Continuous Disclosure Obligations) that the Company changed its financial year end from April 30th to July 31st.

PLAN OF ARRANGEMENT

Pursuant to the Plan of Arrangement (the "Arrangement") dated June 25, 2014, the Company was incorporated as a corporate restructuring to amalgamate with Network Immunology Inc. and commence operations as a preclinical stage biotechnology company upon the approval from the shareholders of BC0941092. The Company received the final approval of the Supreme Court of British Columbia on August 27, 2014.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 8,576,567 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held.

On January 22, 2015, the Arrangement was completed and the effective date for the Arrangement had been set as January 22, 2015.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated. As at July 31, 2016, no shares have been issued.

SELECTED ANNUAL INFORMATION

	For the Year Ended July 31, 2016	For the Year Ended July 31, 2015	From April 29, 2014, date of Incorporation to July 31, 2014
	$	$	$
Revenue	-	-	-
Net income (loss)	**(47,240)**	(14,962)	(351)
Income (loss) per common share	**(472.40)**	(149.62)	(3.51)
Total assets	**-**	590	100
Total long-term financial liabilities	**-**	-	-
Dividends declared	-	-	-

RESULTS OF OPERATIONS

For the years ended July 31, 2016 and 2015 the Company has not generated in revenues.

During 2016 the Company incurred Management Fees of $18,000 (2015 – $Nil) Administration fees $12,000 (2015 - $Nil); Accounting Fees $10,160 (2015 - $Nil); Legal Fees $Nil (2015 - $6,534); Regulatory filings $1,080 (2015 - $1,833); and Transfer agent fees $Nil (2015- $1,499).

LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any revenue from operations and to date has relied solely upon related party loans to continue its business.

As at July 31, 2016, the Company had a current asset balance of $Nil (2015 - $590) to settle current liabilities of $62,453 (2015 - $15,803).

	July 31, 2016	**July 31, 2015**
Working Capital (deficiency)	$ (62,453)	$ (15,218)
Deficit	(62,553)	(15,313)

Net cash provided by operating activities for the year ended July 31, 2016 was $(39,175) compared to $(12,577) for the year ended July 31, 2015, and consisted primarily of the operating loss adjusted for non-cash items and changes in non-cash working capital items.

For the fiscal year ended July 31, 2016 and 2015, the Company neither used nor generated cash flows used in investing activities.

Company financed its operations primarily from loans from the related parties. For the fiscal year ended July 31, 2016, net cash from financing activities was $39,175 compared to $12,557 as at July 31, 2015

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	Revenue ($)	Net Income (Net Loss) ($)	Gain (Loss) per Share ($)
31 July 2016	-	(748)	(7.48)
30 Apr 2016	-	(8,000)	(80.00)
31 Jan 2016	-	(20,167)	(201.67)
31 Oct 2015	-	(18,325)	(183.25)
31 July 2015	-	(14,692)	(14,692)
30 Apr 2015	-	(270)	(2.7)
31 Jan 2015	-	-	-
31 Oct 2014	-	-	-

* The Company was incorporated on April 29, 2014. Period is from date of incorporation April 29, 2014 to July 31, 2014

Since April 29, 2014, date of Incorporation to July 31, 2016 the Company has not generated revenues.

FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2016, the Company had no cash and current liabilities of $62,453 (2015 – $15,803)

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at the date of this report, 100 shares were issued and outstanding.

As at July 31, 2016 and the date of this report there were no stock options or warrants outstanding.

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS AND BALANCES

For the year ended July 31, 2016 management fees of $18,000 (2015 - $Nil) and administration fees of $12,000 (2015 - $Nil) were charged by a company controlled by the Chief Financial Officer (CFO).

As at July 31, 2016, the Company had $37,233 (2015 - $1,233) due to a company controlled by a CFO.

As at July 31, 2016, the Company had $14,870 (2015 - $11,695) due to a parent company.

These balances are non-interest bearing and are due on demand.

CHANGES IN ACCOUNTING POLICIES

Adoption of new IFRS pronouncements

The adoption of the following IFRS standards and amendments to existing standards effective August 1, 2014 did not have any effect on the Company's financial statements:

i. IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after Jan 1, 2014
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vi. IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start-up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

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Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

SCHEDULE "D"

FINANCIAL STATEMENTS OF GREEN VENTURE

Green Venture Capital Corp.

Financial Statements

For the Three Months Ended March 31, 2018 and 2017
(Expressed in Canadian dollars)

Table of Content

Green Venture Capital Corp.
Unaudited Statements of Financial Position
(Expressed in Canadian dollars)

	Note	March 31, 2018 $	December 31, 2017 $
ASSETS			
Current Assets			
Cash		240	135,516
Accounts receivable	12	-	-
Marketable securities	4	68,368	166,868
Prepaid deposits	6	-	-
Due from related parties	13	-	-
		68,608	**302,384**
Non-Current			
Deferred tax asset	14	-	-
Vehicle	5	8,252	8,252
Incorporation costs		383	383
Licence properties	7	510,066	510,066
Total Assets		**587,309**	**821,085**
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		31,171	38,745
Due to related parties	13	77,830	104,257
Loans payable	8	283,859	273,879
Taxes payable	14	126,804	126,804
Unearned revenue	12	-	31,233
		519,664	**574,918**
Non-Current			
Deferred tax liability	14	7,000	7,000
Unearned revenue	12	-	-
Long term loan	8	139,370	139,372
Total Liabilities		**666,034**	**721,290**
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	9	2,000	2,000
Accumulated other comprehensive income		22,522	115,222
Retained earnings (deficit)		(103,247)	(17,427)
		(78,725)	99,795
		587,309	**821,085**

Nature of operations and going concern 1

Approved and authorized for issuance by the Board of Directors on July 26, 2018:

"Richard Cindric"
Richard Cindric, Director

Green Venture Capital Corp.
Unaudited Statements of Income (Loss) Comprehensive Income (Loss)
(Expressed in Canadian dollars)

	Note	Period Ended March 31, 2018 $	Period Ended March 31, 2017 $
Revenues			
Consulting Revenue	12	31,232	120,828
Expenses			
Amortization	5	-	-
Brokerage fees		1,753	5,631
Consulting fees		56,738	41,800
Foreign Exchange gain (loss)		11,560	1,140
Interest expense		2,706	3,813
Project development		50,385	-
Professional fees		3,586	5,394
Promotions		-	-
Property Tax		-	8,781
Office and Admin		739	1,460
Total Expenses		127,467	68,019
Net income (loss) before other items		(96,235)	52,809
Other Income	12	-	44,000
Realized Gain(loss) on securities	4	10,415	12,487
Gain on sale of License Properties	7	-	-
Unrealized gain (loss) on Prepaid Deposits		-	-
Write-off accounts receivable	12	-	-
Net income (loss) before income taxes		(85,820)	109,296
Income tax expense (recovery)			
Current income taxes	14	-	-
Deferred income taxes	14	-	-
Net income (loss)		(85,820)	109,296
Items that may be subsequently reclassified to income (loss):			
Unrealized gain (loss) on marketable securities	4	(92,700)	-
Comprehensive income (loss) for the year		(178,520)	109,296
Basic and diluted income (loss) per common share		(1,785.20)	1,092.60
Weighted average number of common shares outstanding		100	100

Green Venture Capital Corp.
Unaudited Statements of Changes in Equity
(Expressed in Canadian dollars)

	Number of Outstanding Shares	Share Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income	Total
		$	$	$	$
Balance, December 31, 2016	**100**	**2,000**	**213,601**	**157,495**	**373,096**
Net Income (loss)	-	-	109,296	-	109,296
Other Comprehensive Income	-	-	-	-	-
Balance, March 31, 2017	**100**	**2,000**	**322,897**	**157,495**	**482,392**
Net income	-	-	566,676	-	566,676
Other Comprehensive loss	-	-	-	(42,273)	(42,373)
Dividend paid (Note 15)	-	-	(907,000)	-	(907,000)
Balance, December 31, 2017	**100**	**2,000**	(17,427)	115,222	99,795
Net loss	-	-	(85,820)	-	(85,820)
Other Comprehensive Income	-	-	-	(92,700)	(92,700)
Balance, December 31, 2016	**100**	**2,000**	**(103,247)**	**22,522**	**(78,725)**

Green Venture Capital Corp.
Unaudited Statements of Cash Flows
(Expressed in Canadian dollars)

	Period Ended March 31, 2018	Period Ended March 31, 2017
	$	$
Cash provided by (used in) :		
Operating activities		
Net Income (loss)	(85,820)	109,296
Adjustment:	-	
Realized (gain) loss on sale of investments	(10,415)	-
Shares received for services	(31,234)	-
Change in non-cash working capital components:		
Accounts payable and accrued liabilities	(7,576)	(9,144)
Prepaid deposit	-	67,440
Net cash provided (used) in operating activities	**(135,045)**	**167,592**
Investing activities		
Purchase of licensed property	-	(465,796)
Vehicle		-
Purchase of marketable securities	(25,039)	(91,580)
Proceeds from sale of marketable securities	41,255	148,575
Net cash used in investing activities	**16,216**	**(408,801)**
Financing activities		
Due to/from related parties	(26,427)	42,527
Proceeds from loans	11,156	213,470
Payment of loans	(1,176)	(10,688)
Net cash provided (used) by financing activities	**(16,447)**	**245,309**
Increase (decrease) in cash	**(135,276)**	**4,100**
Cash, beginning	**135,516**	**204**
Cash, ending	**240**	**4,304**

Supplemental cash flow information (Note 17)

1. NATURE OF OPERATIONS AND GOING CONCERN

Green Venture Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on November 26, 2014. The Company is in the business of specialized consulting services in agriculture- marijuana tenant-growing industry.

The address of the Company's registered office is 15066 82ND Avenue, Surrey, British Columbia, Canada.

The Company is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. At March 31, 2018, the Company has a working capital deficit of $451,056, an accumulated deficit of $103,247 and may accumulate further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business

The Company's ability to continue as a going concern is dependent on its ability to generate net income and raise adequate financing through equity or debt financings to discharge its liabilities s they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. Carrying values shown in these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements.

These financial statements are prepared on a historical cost basis except for except for certain financial instruments, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

These financial statements were approved by the board of directors for use on July 26, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

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. The most significant accounts that require estimates as the basis for determining the stated amounts include: fair value of financial instruments; impairment of licensed properties; depreciation basis for the vehicle; and estimation of recognized deferred income tax liabilities.

Judgments:

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgments or assessments with a significant risk of material adjustment in the next year. Significant judgements include:

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are provided in the notes regarding financial assets and liabilities.

In applying the valuation techniques management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility and those assumptions may results in pricing that is different from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Vehicles

The estimated useful lives and residual value of machinery and equipment are included in the statement of financial position and the related amortization is included in the statement of loss and comprehensive loss;

Accounts receivable

The Company assesses the collectability of receivables on an ongoing basis. A provision for the Impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Going concern
The assessment of the Company's ability to continue as a going concern involves management judgment about the Company's ability to carry out its business plan.

Provisions
Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Cash and cash equivalents
Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

Vehicles
Vehicles are recorded at cost, including all expenditures incurred to prepare an asset for its intended use.

The amortization rates of the major asset categories are calculated based on the declining balance method as follows:

Vehicle	30%

Licensed Properties
Costs associated with acquiring and development of land parcels are capitalized and classified as licensed properties assets.

Impairment
The carrying value of all categories of licensed properties are reviewed at least annually by management for indicators that the recoverable amount may be less than the carrying value. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset or CGU through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs. Once calculated, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment (continued)
Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable and willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Unearned revenue
Unearned revenue includes share deposit received for services to be delivered in future periods. These deposits will be recognized as Revenue in those future periods when services are provided to customer.

Revenue recognition
Revenue is measured at fair value of the consideration received or receivable, and represents receivable amounts for goods supplied or services rendered, stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the Company, and when specific criteria have been met for each of the Company's activities, as described below. Revenue consists of consulting revenue and finder's fees.

Rendering services
The Company recognizes revenue from the rendering of consulting services in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Marketable securities
Security transactions are recorded on a trade-date basis. Realized gains and losses on the disposal of investments and unrealized gains and losses in the fair value of investments, are recognized in the statements of comprehensive income and are calculated on a first in first out basis. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed, so as to recognize the full realized gain or loss in the period of disposition.

Deferred income taxes
Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax asset is not recognized. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Foreign Currency transactions

Transactions in foreign currencies are converted to the Company's functional currency at exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities of the Company which are denominated in foreign currencies are translated to the Company's functional currency at the exchange rate prevailing at the year-end. Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date. Revenues and expenses are translated at exchange rates prevailing on the date of transactions. All exchange gains and losses are included in determination of earnings. The functional currency of the Company is the Canadian dollar.

Financial Instruments

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Financial assets "held-to-maturity", "loans and receivables", and "other financial liabilities" are subsequently measured at amortized cost using the effective interest method. The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Prepaid deposits	FVTPL	Fair value
Marketable securities	Available-for-sale	Fair value
Receivables	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Payables	Other liabilities	Amortized cost
Loans	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Unearned revenue	Other liabilities	Amortized cost

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities have been measured at fair value using Level 1 inputs.

At March 31, 2018, the company believes the carrying value of the prepaid deposit approximates its fair value due to its relatively short maturity date or duration.

Impairment

Non-financial assets:
The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

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.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which is subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being in the business of consulting services in agriculture-marijuana tenant-growing industry.

Future changes in accounting policies

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements. The Company also has not early adopted any of these standards in the consolidated financial statements.

The IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods commencing on January 1, 2018. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 9, *Financial Instruments* ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through P&L. The standard introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on January 1, 2018. Early adoption is permitted. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 16, *Leases* ("IFRS 16") specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. The Company is in the process of assessing the impact of this new standard on the financial statements.

4. MARKETABLE SECURITIES

The Company's marketable securities consist of shares and warrants of public companies. The shares held at March 31, 2018 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
New Age Farm	500,000	45,846	60,000
Sitka Gold (warrants)	12,500	-	2,500
NHS Industries	65,195	-	5,868
		45,846	68,368

The Company's marketable securities consist of shares of public companies. The shares held at March 31, 2017 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
New Age Farm	500,000	75,000	219,430
Sunset Pacific Petroleum	480,000	22,190	33,600
		51,646	166,868

5. VEHICLE

Cost	**Vehicles $**	**Total $**
Balance December 31, 2016	**19,814**	**19,814**
Additions	-	-
Balance March 31, 2017, December 31, 2017 , March 31, 2018	**19,814**	**19,814**
Amortization		
Balance December 31, 2016	**8,025**	**8,025**
Charge for the year	3,537	3,537
Balance December 31, 2017	**11,562**	**11,562**
Net book value		
December 31, 2016	**11,789**	**11,789**
March 31, 2017	**11,789**	**11,789**
December 31, 2017	**8,252**	**8,252**
March 31, 2018	**8,252**	**8,252**

6. PREPAID DEPOSIT

The Company has placed deposits on license properties. These deposits are re-valued to FMV based on the exchange rate at the end of the year until ownership of properties are transferred over to the Company.

	Dale Cline Expo	Ravens Keep Okanogan	Total
Balance December 31, 2016	**67,440**	**100,702**	**168,142**
Dispositions	**(67,440)**	**-**	**(67,440)**
Balance March 31, 2017	**-**	**100,702**	**100,702**
Dispositions	**-**	**(100,702)**	**(100,702)**
Balance December 31, 2017 and March 31, 2018	**-**	**-**	**-**

The purchase of property from Raven's Keep was placed on hold as the owner of the property died in 2016 and assets were held in an estate trust. In 2017, the Raven's Keep deposit was transferred to be used towards the purchase of the O'Neil Road property.

During the year ended December 31, 2017, the Dale Cline Expo deposit was used towards the purchase of the Dale Cline property.

7. LICENCE PROPERTIES

The Company has segregated its license properties based on the locations of the properties.

	Dixon $	Wolley $	Dale Cline $	O'Neil Road $	Total $
Balance December 31, 2016	**354,514**	**101,724**	**-**	**-**	**456,238**
Additions	-	-	465,796	-	465,796
Balance March 31, 2017	**354,514**	**101,724**	**465,796**	**-**	**922,034**
Additions	-	-	-	175,444	175,444
Disposals	(354,514)	-	(232,898)	-	(587,412)
Balance December 31, 2017	**-**	**101,724**	**232,898**	**175,444**	**510,066**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance March 31, 2018	**-**	**101,724**	**232,898**	**175,444**	**510,066**

On February 28, 2017, the Company purchased the Dale Cline property. The Company used the prepaid deposit in the amount of $67,440 towards the purchase. On April 26, 2017 the Company sold a 50% interest in the Dale Cline property to an arm's length party for $172,237. The Company realized a loss of $60,661 on the transaction. The proceeds were used to make the final payment owing on the property.

7. LICENCE PROPERTIES (continued)

On June 29, 2017 the Company purchased the O'Neil Road property. The prepaid deposit in the amount of $100,702 was used towards the purchase.

On July 1, 2017 the Company sold the Dixon property to Bougainville Ventures Inc., an arm's-length, private company. The Company received 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total proceeds of $907,000. The Company recorded a gain of $552,486 on the sale of the property.

Wolley property is separated into two parcels of land - Parcel A (3.9 acres) and Parcel B (5.79 acres). On October 20, 2015 New Age Farm purchased 50%of Parcel A in the Wolley property for $97,365 ($75,000 USD) from the Company. The Company realized a gain of $42,318 on the sale of the property.

8. LOANS

	March 31, 2018	December 31, 2017
Current portion		
Wolley	$ 8,528	$ 8,279
Dixon	47,153	43,604
O'Neil	2,532	2,458
Bougainville US $75K	96,705	94,088
Bougainville US $100k	128,940	125,450
Total	$ 283,859	$ 273,879
Long-term portion		
Wolley	$ 70,708	$ 70,708
Dixon	-	-
O'Neil	68,662	68,664
Bougainville US $75K	-	-
Bougainville US $100k	-	-
Total	$ 139,370	$ 139,372

Principal repayments required on long term debt are as follows:

2018	$ 273,879
2019	11,554
2020	75,752
2021	10,516
2022	11,389
2023	12,335
2024	13,358
2025	4,468
	$ 413,251

On November 20, 2015 the Company had taken a loan $104,091 (USD $78,000) to finance Wolley property. The loan bears 8% interest rate, monthly payments of $950.00 USD and is due on October 20, 2025. In 2018 interest expense was $1,723; 2017 –Nil. The balance outstanding in 2018 was $80,387 (USD $62,344); 2017 - $90,979 (USD $67,758);

8. LOANS (continued)

On March 19, 2016 the Company had taken a loan $226,614 (USD 179,000) to finance Dixon property. The loan bears 8% interest rate, monthly payments of $1,808 USD and became due on October 1, 2017. In 2018 interest expense was Nil; 2017 - $3,812.92. The balance outstanding in 2018 was $44,817 ($34,758 USD); 2017 - $225,558 (USD $168,258)

On June 29, 2017, the Company assumed a loan of $72,043 (USD $57,427) upon purchase of the O'Neil Road property. The loan bears 5% interest, requires monthly payments of $396 USD and is due on November 30, 2020. In 2018 interest expense was $983 and the balance outstanding was $72,382 (USD: $56,136).

On March 15, 2017, the Company had taken a loan from Bougainville Ventures Inc. in the amount of $96,705 (USD $75,000). The loan is non-interest bearing and has no specific terms of repayment.

On July 25, 2017, the Company had taken a loan from Bougainville Ventures Inc. in the amount of $128,940 (USD $100,000). The balance is non-interest bearing as is due on July 25, 2018.

9. SHARE CAPITAL

(a) Authorized: unlimited common shares without par value

(b) Issued and Outstanding:

On incorporation, November 26, 100 common shares were issued at $20 per share.

10. CAPITAL DISCLOSURE

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operations of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

11. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, marketable securities, accounts payable, amounts due from and to related parties, loans payable. .

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivables, accounts payable, amounts due and from related parties, loans payable have amortized costs that approximate their fair value due to their short terms to maturity.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of March 31, 2018 and 2017, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at As of March 31, 2018 and 2017, the Company did not have sufficient cash on hand to meet its current liabilities, but can cover the positions through sale of marketable securities.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is insignificant.

b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company has cash balances and loans in USD, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily loans that are held in USD. As at March 31, 2018, the Company had net financial assets and liabilities denominated in foreign currencies of approximately $(423,231) (2017 - $(584,515). A 5% change in the value of the USD versus the CND would give rise to a gain or loss of approximately $21,162 (2017 - $29,226).

c) Price risk

The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $68,368 (2017 - $166,868) .

12. MAJOR CUSTOMERS

The Company had one customer in 2018, and 2017 New Age Farm Inc. (NF)

New Age Farm Inc.

On October 23, 2014 the Company had signed contract with NF. The company was charging standard monthly fees of $7,000 from January 1, 2014 to March 31, 2015 and $10,000 hereafter. Based on the contract the company was charging additional fees for services and expenses incurred.

NF had used combination of cash, shares, stock options, warrants and shares to pay for services rendered.

Stock Options
On November 17, 2014 the Company was granted 900,000 stock options at exercised price of $.08. The stock was given to the Company at no charge in lieu of cash payments on the contract. The Company recognised the exercised price of stock against balance outstanding from the NF. The following is a summary of exercise dates:

Date of cash in	Options Exercised	Exercised price per share $	Amount charged to AR in lieu of cash $
February , 17, 2015	178,000	0.08	14,240
March 24, 2015	200,000	0.08	16,000
September 21, 2015	522,000	0.08	41,760
Totals	900,000		72,000

The remaining outstanding balance after stocks options were received was $29,000 which was written off in 2016.

Warrants
On May 13, 2016 the Company was granted 2,400,000 warrants at exercised price of $.05. The stock was given to the Company at no charge in lieu of cash payments on the contract. The Company recognised the exercised price of stock against balance outstanding from the NF. The following is a summary:

Date of cash in	Options Exercised	Exercised price per share $	Amount charged to AR in lieu of cash $
May 13, 2016	2,400,000	0.05	120,000

12. MAJOR CUSTOMERS (continued)

New Age Farm Inc. (continued)
Shares

On May 30, 2017, the Company was granted 300,000,000 shares of New Age Farm for services valued at $285,000.

On March 18, 2015 the Company was granted 3,000,000 shares at $450,000 (FMV $.15 per share) for work to be performed for one of the projects for a 3 year term. The management deferred the revenue and amortised it over three years. The Following is a summary of unearned/ earned revenue recognised:

	Current Portion $	Long term $	Total $
Balance December 31, 2014	**-**	**-**	**-**
Unearned revenue recognised in the period	136,364	313,636	450,000
Revenue Recognised in the period	(136,364)		(136,364)
Reclassification	163,636	(163,636)	-
Balance December 31, 2015	**163,636**	**150,000**	**313,636**
Revenue Recognised in the period	(163,636)		(163,636)
Reclassification	118,767	(118,767)	-
Balance December 31, 2016	**118,767**	**31,233**	**150,000**
Revenue Recognised in the period	(29,692)		(29,692)
Balance March 31, 2018	**89,075**	**31,233**	**120,308**
Revenue Recognised in the period	(89,075)	-	(89,075)
Reclassification	31,233	**(31,233)**	-
Balance December 31, 2017	**31,233**	**-**	**31,233**
Revenue Recognised in the period	(31,233)	-	(31,233)
Balance March 31, 2017	**-**	**-**	**-**

13. RELATED PARTY TRANSACTIONS

As at March 31, 2018, the Company had $77,830 due to the sole director (2017 - $10,547). The balance is non-interest bearing and due on demand.

14. INCOME TAXES

	December 31, 2017	**December 31, 2016**
Tax calculated at 12.5% - 26% enacted rate	12 - 12.5%	13.5%
Expected income tax expense (recovery)	$ 84,828	$ 66,162
Permanent differences	(34,544)	(8,989)
Other temporary differences	2,642	(36,189)
Income tax expense	$ 52,926	$ 20,984

Deferred income tax assets (liabilities) have be recognized with respect to the following item:

	December 31, 2017	**December 31, 2016**
Marketable securities	$ (7,000)	$ (15,000)

15. DIVIDEND

During the year ended December 31, 2017, the Company issued a dividend of 45,368,666 shares of Bougainville valued at $907,000 (Note 7) to the common shareholders.

No dividends were declared or paid during the three months period March 31, 2018 and 2017.

16. COMMITMENT

On November 2, 2017 the Company signed an agreement with Bougainville Ventures Inc. to issue 100 preferred shares at a deemed price of $0.10 per preferred share. The preferred shares with have rights and restrictions including priority over the common shares for dividends and return of capital. The preferred shares will give Bougainville a right to a dividend of 80% of revenue earned by Green Venture derived from the Dixon property. The dividend will be payable at the end of each calendar quarter. In consideration for the preferred shares, Bougainville will reimburse Green Venture for all expenses and costs incurred in connection with the facility on the property and the property.

As at March 31, 2018, no preferred shares have been issued to Bougainville.

17. SUPPLEMENAL CASH FLOW INFORMATION

	2018	2017
Cash paid for interest	$ 2,706	$ 3,813
Cash paid for income taxes	-	-

Green Venture Capital Corp.

Financial Statements

For the year ended December 31, 2017, 2016 and 2015
(Expressed in Canadian dollars)

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charlton

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charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To: the Shareholders of
Green Venture Capital Corp.

We have audited the accompanying financial statements of Green Venture Capital Corp., which comprise the statements of financial position as at December 31, 2017, 2016 and 2015 and the statements of income (loss) and comprehensive income (loss), changes in shareholders' equity and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards ("IFRS"), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, these financial statements present fairly, in all material respects, the financial position of Green Venture Capital Corp. as at December 31, 2017, 2016 and 2015, and the results of its operations and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matters
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Charlton & Company

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
July 23, 2018

Green Venture Capital Corp.
Statements of Financial Position
(Expressed in Canadian dollars)

	Note	December 31, 2017	December 31, 2016	December 31, 2015
		$	$	$
ASSETS				
Current Assets				
Cash		135,516	204	41,110
Accounts receivable	12	-	-	29,000
Marketable securities	4	166,868	296,425	106,786
Prepaid deposits	6	-	168,142	103,800
Due from related parties	13	-	31,980	7,531
		302,384	**496,751**	**288,227**
Non-Current				
Deferred tax asset	14	-	-	26,000
Vehicle	5	8,252	11,789	16,842
Incorporation costs		383	383	383
Licence properties	7	510,066	456,238	101,724
Total Assets		**821,085**	**965,161**	**433,176**
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities		38,745	25,964	13,330
Due to related parties	13	104,257	-	-
Loans payable	8	273,879	244,574	7,248
Taxes payable	14	126,804	73,878	52,894
Unearned revenue	12	31,233	118,767	163,636
		574,918	**463,183**	**237,108**
Non-Current				
Deferred tax liability	14	7,000	15,000	-
Unearned revenue	12	-	31,233	150,000
Long term loan	8	139,372	82,649	101,083
Total Liabilities		**721,290**	**592,065**	**488,191**
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital	9	2,000	2,000	2,000
Accumulated other comprehensive income		115,222	157,495	(388,745)
Retained earnings (deficit)		(17,427)	213,601	331,730
		99,795	**373,096**	**(55,015)**
		821,085	**965,161**	**433,176**

Nature of operations and going concern 1

Approved and authorized for issuance by the Board of Directors on July 23, 2018:

"Richard Cindric"
Richard Cindric, Director

Green Venture Capital Corp.
Statements of Income (Loss) Comprehensive Income (Loss)
(Expressed in Canadian dollars)

	Note	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
		$	$	$
Revenues				
Consulting Revenue	12	605,271	544,574	358,032
Expenses				
Amortization	5	3,537	5,053	2,972
Brokerage fees		13,650	7,661	2,606
Consulting fees		345,995	157,164	114,437
Foreign Exchange gain (loss)		(20,968)	11,477	4,211
Interest expense		23,333	22,968	1,722
Project development		45,846	58,671	2,578
Professional fees		48,135	33,609	10,000
Promotions		-	32,000	-
Property Tax		16,531	2,863	210
Office and Admin		3,296	3,167	2,230
Total Expenses		479,355	334,633	140,966
Net income (loss) before other items		125,916	209,941	217,066
Other Income	12	-	120,381	88,103
Realized Gain(loss) on securities	4	103,157	(354,370)	9,857
Gain on sale of License Properties	7	491,825	-	42,318
Unrealized gain (loss) on Prepaid Deposits		-	(3,097)	5,273
Write-off accounts receivable	12	-	(29,000)	-
Net income (loss) before income taxes		720,898	(56,145)	362,617
Income tax expense (recovery)				
Current income taxes	14	52,926	20,984	52,894
Deferred income taxes	14	(8,000)	41,000	(26,000)
Net income (loss)		675,972	(118,129)	335,723
Items that may be subsequently reclassified to income (loss):				
Unrealized gain (loss) on marketable securities	4	(42,273)	546,240	(388,745)
Comprehensive income (loss) for the year		633,699	428,111	(53,022)
Basic and diluted income (loss) per common share		6,336.99	4,281.11	(530.22)
Weighted average number of common shares outstanding		100	100	100

Green Venture Capital Corp.
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Number of Outstanding Shares	Share Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income	Total
		$	$	$	$
Balance, December 31, 2014	**100**	**2,000**	**(3,993)**	**-**	**(1,993)**
Net income	-	-	335,723	-	335,723
Other Comprehensive loss	-	-	-	(388,745)	(388,745)
Balance, December 31, 2015	**100**	**2,000**	**331,730**	**(388,745)**	**(55,015)**
Net loss	-	-	(118,129)	-	(118,129)
Other Comprehensive Income	-	-	-	546,240	546,240
Balance, December 31, 2016	**100**	**2,000**	**213,601**	**157,495**	**373,096**
Net income	-	-	675,972	-	675,972
Other Comprehensive loss	-	-	-	(42,273)	(42,373)
Dividend paid (Note 15)	-	-	(907,000)	-	(907,000)
Balance, December 31, 2017	**100**	**2,000**	(17,427)	115,222	99,795

Green Venture Capital Corp.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
	$	$	$
Cash provided by (used in) :			
Operating activities			
Net Income (loss)	675,972	(118,129)	335,723
Adjustment:			
Amortization	3,537	5,053	2,972
Realized (gain) loss on sale of investments	(103,157)	354,370	(9,857)
Accrued interest	-	1,111	612
Unrealized foreign exchange (gain)loss	-	3,098	(5,273)
Gain on sale of licensed property	(491,825)		(42,318)
Shares received for services	(403,767)	(283,636)	(190,955)
Marketable securities paid for services	106,250	30,000	-
Write-off of accounts receivable		29,000	
Change in non-cash working capital components:			
Accounts Receivable	-	(3,700)	(27,883)
Taxes payables	52,926	20,984	52,894
Deferred taxes	(8,000)	41,000	(26,000)
Accounts payable and accrued liabilities	12,781	6,825	4,680
Prepaid deposit	168,142	(67,440)	(98,527)
Net cash used in operating activities	**12,859**	**18,536**	**(3,932)**
Investing activities			
Purchase of licensed property	(641,240)	(354,514)	(156,771)
Vehicle		-	(19,814)
Purchase of marketable securities	(182,418)	(70,385)	(22,080)
Proceeds from sale of marketable securities	551,609	172,125	40,997
Sale of license property	172,237	-	97,365
Net cash used in investing activities	**(99,812)**	**(252,774)**	**(60,303)**
Financing activities			
Due to/from related parties	136,237	(24,449)	(2,820)
Proceeds from loans	290,630	235,134	107,718
Payment of loans	(204,602)	(17,353)	-
Net cash provided by financing activities	**222,265**	**193,332**	**104,898**
Increase (decrease) in cash	**135,312**	**(40,906)**	**40,663**
Cash, beginning	**204**	**41,110**	**447**
Cash, ending	**135,516**	**204**	**41,110**

Supplemental cash flow information (Note 17)

1. NATURE OF OPERATIONS AND GOING CONCERN

Green Venture Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on November 26, 2014. The Company is in the business of specialized consulting services in agriculture- marijuana tenant-growing industry.

The address of the Company's registered office is 15066 82ND Avenue, Surrey, British Columbia, Canada.

The Company is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. At December 31, 2017, the Company has a working capital deficit of $272,534, an accumulated deficit of $17,427 and may accumulate further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business

The Company's ability to continue as a going concern is dependent on its ability to generate net income and raise adequate financing through equity or debt financings to discharge its liabilities s they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. Carrying values shown in these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These financial statements are prepared on a historical cost basis except for except for certain financial instruments, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

These financial statements were approved by the board of directors for use on July 23, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

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. The most significant accounts that require estimates as the basis for determining the stated amounts include: fair value of financial instruments; impairment of licensed properties; depreciation basis for the vehicle; and estimation of recognized deferred income tax liabilities.

Judgments:

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgments or assessments with a significant risk of material adjustment in the next year. Significant judgements include:

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are provided in the notes regarding financial assets and liabilities.

In applying the valuation techniques management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility and those assumptions may results in pricing that is different from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Vehicles

The estimated useful lives and residual value of machinery and equipment are included in the statement of financial position and the related amortization is included in the statement of loss and comprehensive loss;

Accounts receivable

The Company assesses the collectability of receivables on an ongoing basis. A provision for the Impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Going concern
The assessment of the Company's ability to continue as a going concern involves management judgment about the Company's ability to carry out its business plan.

Provisions
Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Cash and cash equivalents
Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

Vehicles
Vehicles are recorded at cost, including all expenditures incurred to prepare an asset for its intended use.

The amortization rates of the major asset categories are calculated based on the declining balance method as follows:

Vehicle	30%

Licensed Properties
Costs associated with acquiring and development of land parcels are capitalized and classified as licensed properties assets.

Impairment
The carrying value of all categories of licensed properties are reviewed at least annually by management for indicators that the recoverable amount may be less than the carrying value. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset or CGU through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs. Once calculated, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment (continued)
Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable and willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Unearned revenue
Unearned revenue includes share deposit received for services to be delivered in future periods. These deposits will be recognized as Revenue in those future periods when services are provided to customer.

Revenue recognition
Revenue is measured at fair value of the consideration received or receivable, and represents receivable amounts for goods supplied or services rendered, stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the Company, and when specific criteria have been met for each of the Company's activities, as described below. Revenue consists of consulting revenue and finder's fees.

Rendering services
The Company recognizes revenue from the rendering of consulting services in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Marketable securities
Security transactions are recorded on a trade-date basis. Realized gains and losses on the disposal of investments and unrealized gains and losses in the fair value of investments, are recognized in the statements of comprehensive income and are calculated on a first in first out basis. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed, so as to recognize the full realized gain or loss in the period of disposition.

Deferred income taxes
Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax asset is not recognized. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Foreign Currency transactions

Transactions in foreign currencies are converted to the Company's functional currency at exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities of the Company which are denominated in foreign currencies are translated to the Company's functional currency at the exchange rate prevailing at the year-end. Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date. Revenues and expenses are translated at exchange rates prevailing on the date of transactions. All exchange gains and losses are included in determination of earnings. The functional currency of the Company is the Canadian dollar.

Financial Instruments

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Financial assets "held-to-maturity", "loans and receivables", and "other financial liabilities" are subsequently measured at amortized cost using the effective interest method. The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Prepaid deposits	FVTPL	Fair value
Marketable securities	Available-for-sale	Fair value
Receivables	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Payables	Other liabilities	Amortized cost
Loans	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Unearned revenue	Other liabilities	Amortized cost

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities have been measured at fair value using Level 1 inputs.

At December 31, 2017, the company believes the carrying value of the prepaid deposit approximates its fair value due to its relatively short maturity date or duration.

Impairment

Non-financial assets:
The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

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.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which is subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being in the business of consulting services in agriculture-marijuana tenant-growing industry.

Future changes in accounting policies

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements. The Company also has not early adopted any of these standards in the consolidated financial statements.

The IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods commencing on January 1, 2018. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 9, *Financial Instruments* ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through P&L. The standard introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on January 1, 2018. Early adoption is permitted. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 16, *Leases* ("IFRS 16") specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. The Company is in the process of assessing the impact of this new standard on the financial statements.

4. MARKETABLE SECURITIES

The Company's marketable securities consist of shares of public companies. The shares held at December 31, 2017 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
New Age Farm	500,000	45,846	155,000
Sunset Pacific Petroleum	240,000	5,800	6,000
NHS Industries	65,195	-	5,868
		51,646	166,868

The Company's marketable securities held at December 31, 2016 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
New Age Farm	2,200,000	105,105	260,775
Sunset Pacific Petroleum	435,000	26,625	30,450
Reliq Health	40,000	7,200	5,200
		138,930	296,425

The Company's marketable securities held at December 31, 2015 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
New Age Farm	3,559,500	495,531	106,786
		495,531	106,786

During the year ended December 31, 2017, the Company purchased 994,500 shares of New Age Farm for $147,043. Also during 2017, the Company received 3,000,000 shares of New Age Farms consulting services. The transaction was recorded at the fair value of the shares at the transaction date, which was $285,000. The Company sold 4,444,500 shares of New Age Farm for gross proceeds of $522,195, and exchanged 1,250,000 shares of New Age Farm for services valued at $106,250. The Company realized gains of $133,907 on shares of New Age Farm.

During the year ended December 31, 2017, the Company purchased 865,000 shares of Sunset Pacific Petroleum for $35,375. The Company sold 1,060,000 shares of Sunset Pacific Petroleum for gross proceeds of $27,850. The Company realized losses of $28,350 on shares of Sunset Pacific Petroleum.

During the year ended December 31, 2017, the Company sold 40,000 shares of Reliq Health for gross proceeds of $4,800. The Company realized a loss of $2,400 on the transaction.

During the year ended December 31, 2017, the Company received 65,195 shares of NHS Industries pursuant to a spin-out of New Age Farm.

During the year ended December 31, 2016, the Company purchased 881,000 shares of New Age Farm for $30,560, and was given 2,400,000 warrants exercised at a cost of $120,000 (Note 12). The Company sold 3,090,500 shares of New Age Farm for total proceeds of $155,875, and the Company exchanged 1,500,000 shares of New Age Farm for services valued at $30,000. The Company realized losses of $348,870 on shares of New Age Farm.

4. MARKETABLE SECURITIES (continued)

During the year ended December 31, 2016 the Company purchased 635,000 shares of Sunset Pacific Petroleum for $32,625. The Company sold 200,000 shares of Sunset Pacific Petroleum for total proceeds of $3,000. The Company realized losses of $3,000 on shares of Sunset Pacific Petroleum.

During the year ended December 31, 2016 the Company purchased 40,000 shares of Reliq Health for $7,200.

During the year ended December 31, 2016, the Company sold 50,000 shares of Namaste Technologies for $13,250. The Company realized losses of $2,500 on shares of Namaste Technologies.

During the year ended December 31, 2015, the Company purchased 34,000 shares of New Age Farm for $4,330, and was given 900,000 options of New Age Farm exercised at a value of of $72,000 (Note 12). Also during 2015 the Company received 3,000,000 shares of New Age Farm with a fair market value $450,000 which was recognized in deferred revenue (Note 12). The Company sold 374,500 shares of New Age Farm for total proceeds of $40,997. The Company realized gains of $9,857 on shares of New Age Farm.

During the year ended December 31, 2015, the Company purchased 50,000 shares of Namaste Technologies for $15,750.

The Company classifies marketable securities as available for sale assets. The company is required to re-measure the fair value of the marketable securities at each reporting period and recognize any unrealized gain (loss) as other comprehensive income (loss); as a result, during the year ended December 31, 2017, the Company recognized $(42,273) (2016: $546,240, 2015: $(388,745)) in other comprehensive income.

5. VEHICLE

Cost	**Vehicles** $	**Total** $
Balance December 31, 2014	-	-
Additions	19,814	19,814
Balance December 31, 2015, 2016 and 2017	**19,814**	**19,814**
Amortization		
Balance December 31, 2014	**-**	**-**
Charge for the year	2,972	2,972
Balance December 31, 2015	**2,972**	**2,972**
Charge for the year	5,053	5,053
Balance December 31, 2016	**8,025**	**8,025**
Charge for the year	3,537	3,537
Balance December 31, 2017	**11,562**	**11,562**
Net book value		
December 31, 2015	**16,842**	**16,842**
December 31, 2016	**11,789**	**11,789**
December 31, 2017	**8,252**	**8,252**

6. PREPAID DEPOSIT

The Company has placed deposits on license properties. These deposits are re-valued to FMV based on the exchange rate at the end of the year until ownership of properties are transferred over to the Company.

	Dale Cline Expo	Ravens Keep Okanogan	Total
	$	$	$
Balance December 31, 2014	-	-	-
Additions	-	98,527	98,527
FMV adjustment	-	5,273	5,273
Balance December 31, 2015	**-**	**103,800**	**103,800**
Additions	67,440	-	67,440
FMV adjustment	-	(3,098)	(3,098)
Balance December 31, 2016	**67,440**	**100,702**	**168,142**
Dispositions	**(67,440)**	**(100,702)**	**(168,142)**
Balance December 31, 2017	**-**	**-**	**-**

The purchase of property from Raven's Keep was placed on hold as the owner of the property died in 2016 and assets were held in an estate trust. In 2017, the Raven's Keep deposit was transferred to be used towards the purchase of the O'Neil Road property.

During the year ended December 31, 2017, the Dale Cline Expo deposit was used towards the purchase of the Dale Cline property.

7. LICENCE PROPERTIES

The Company has segregated its license properties based on the locations of the properties.

	Dixon	Wolley	Dale Cline	O'Neil Road	Total
	$	$	$	$	$
Balance December 31, 2014	-	-	-	-	-
Additions	-	156,771	-	-	156,771
Disposals	-	(55,047)	-	-	(55,047)
Balance December 31, 2015		**101,724**	**-**	**-**	**101,724**
Additions	354,514		-	-	354,514
Disposals	-	-	-	-	-
Balance December 31, 2016	**354,514**	**101,724**	**-**	**-**	**456,238**
Additions	-	-	465,796	175,444	641,240
Disposals	(354,514)	-	(232,898)	-	(587,412)
Balance December 31, 2017	**-**	**101,724**	**232,898**	**175,444**	**510,066**

On February 28, 2017, the Company purchased the Dale Cline property. The Company used the prepaid deposit in the amount of $67,440 towards the purchase. On April 26, 2017 the Company sold a 50% interest in the Dale Cline property to an arm's length party for $172,237. The Company realized a loss of $60,661 on the transaction. The proceeds were used to make the final payment owing on the property.

7. LICENCE PROPERTIES (continued)

On June 29, 2017 the Company purchased the O'Neil Road property. The prepaid deposit in the amount of $100,702 was used towards the purchase.

On July 1, 2017 the Company sold the Dixon property to Bougainville Ventures Inc., an arm's-length, private company. The Company received 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total proceeds of $907,000. The Company recorded a gain of $552,486 on the sale of the property.

Wolley property is separated into two parcels of land - Parcel A (3.9 acres) and Parcel B (5.79 acres). On October 20, 2015 New Age Farm purchased 50%of Parcel A in the Wolley property for $97,365 ($75,000 USD) from the Company. The Company realized a gain of $42,318 on the sale of the property.

8. LOANS

	December 31, 2017	December 31, 2016	December 31, 2015
Current portion			
Wolley	$ 8,279	$ 8,330	$ 7,248
Dixon	43,604	236,244	-
O'Neil	2,458	-	-
Bougainville US $75K	94,088	-	-
Bougainville US $100k	125,450	-	-
Total	$ 273,879	$ 244,574	$ 7,248
Long-term portion			
Wolley	$ 70,708	$ 82,649	$ 101,083
Dixon	-	-	-
O'Neil	68,664	-	-
Bougainville US $75K	-	-	-
Bougainville US $100k	-	-	-
Total	$ 139,372	$ 82,649	$ 101,083

Principal repayments required on long term debt are as follows:

2018	$	273,879
2019		11,554
2020		75,752
2021		10,516
2022		11,389
2023		12,335
2024		13,358
2025		4,468
	$	413,251

On November 20, 2015 the Company had taken a loan $104,091 (USD $78,000) to finance Wolley property. The loan bears 8% interest rate, monthly payments of $950.00 USD and is due on October 20, 2025. In 2017 interest expense was $6,684; 2016 - $8,373; 2015 - $1,722. The balance outstanding in 2017 was $79,018 (USD $62,987); 2016 - $90,979 (USD $67,758); 2015 - $108,330 (USD $77,661)

8. LOANS (continued)

On March 19, 2016 the Company had taken a loan $226,614 (USD 179,000) to finance Dixon property. The loan bears 8% interest rate, monthly payments of $1,808 USD and became due on October 1, 2017. In 2017 interest expense was 13,146; 2016 - $15,264. The balance outstanding in 2017 was $43,604 ($34,758 USD); 2016 - $236,246 (USD $174,837)

On June 29, 2017, the Company assumed a loan of $72,043 (USD $57,427) upon purchase of the O'Neil Road property. The loan bears 5% interest, requires monthly payments of $396 USD and is due on November 30, 2020. In 2017 interest expense was $1,894 and the balance outstanding was $71,092 (USD: $56,667).

On March 15, 2017, the Company had taken a loan from Bougainville Ventures Inc. in the amount of $94,088 (USD $75,000). The loan is non-interest bearing and has no specific terms of repayment.

On July 25, 2017, the Company had taken a loan from Bougainville Ventures Inc. in the amount of $125,450 (USD $100,000). The balance is non-interest bearing as is due on July 25, 2018.

9. SHARE CAPITAL

(a) Authorized: unlimited common shares without par value

(b) Issued and Outstanding:

On incorporation, November 26, 100 common shares were issued at $20 per share.

10. CAPITAL DISCLOSURE

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operations of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

11. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, marketable securities, accounts payable, amounts due from and to related parties, loans payable. .

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivables, accounts payable, amounts due and from related parties, loans payable have amortized costs that approximate their fair value due to their short terms to maturity.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of December 31, 2017, 2016, and 2015, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, 2016, and 2015, the Company did not have sufficient cash on hand to meet its current liabilities, but can cover the positions through sale of marketable securities.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is insignificant.

b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company has cash balances and loans in USD, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily loans that are held in USD. As at December 31, 2017, the Company had net financial assets and liabilities denominated in foreign currencies of approximately $(419,634) (2016 - $(327,893)) (2015 - $(108,331)). A 5% change in the value of the USD versus the CND would give rise to a gain or loss of approximately $20,982 (2016 - $16,395) (2015 - $5,417).

c) Price risk

The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $166,868 (2016 - $296,425) (2015 - $106,786).

12. MAJOR CUSTOMERS

The Company had two customers in 2017, 2016, and 2015 MYM Nutraceuticals Inc. (MYM) and New Age Farm Inc. (NF) the following is a summary table for consulting revenue:

	Amount	Percentage
	$	%
December 31, 2015		
NF	437,135	100.00
Sub Total	**437,135**	**100.00**
December 31, 2016		
NF	544,534	100.00
Sub Total	**544,534**	**100.00**
December 31, 2017		
NF	605,271	100.00
Sub Total	**605,271**	**100.00**

The following is a summary table for Other Income:

	Amount	Percentage
	$	%
December 31, 2015		
NF	-	-
MYM	88,103	100.00
Sub Total	**88,103**	**100.00**
December 31, 2016		
NF	26,913	22.36
MYM	93,468	77.64
Sub Total	**120,381**	**100.00**

New Age Farm Inc.

On October 23, 2014 the Company had signed contract with NF. The company was charging standard monthly fees of $7,000 from January 1, 2014 to March 31, 2015 and $10,000 hereafter. Based on the contract the company was charging additional fees for services and expenses incurred.

NF had used combination of cash, shares, stock options, warrants and shares to pay for services rendered.

Stock Options
On November 17, 2014 the Company was granted 900,000 stock options at exercised price of $.08. The stock was given to the Company at no charge in lieu of cash payments on the contract. The Company recognised the exercised price of stock against balance outstanding from the NF. The following is a summary of exercise dates:

Date of cash in	Options Exercised	Exercised price per share	Amount charged to AR in lieu of cash
		$	$
February , 17, 2015	178,000	0.08	14,240
March 24, 2015	200,000	0.08	16,000
September 21, 2015	522,000	0.08	41,760
Totals	900,000		72,000

12. MAJOR CUSTOMERS (continued)

New Age Farm Inc. (continued)

The remaining outstanding balance after stocks options were received was $29,000 which was written off in 2016.

Warrants
On May 13, 2016 the Company was granted 2,400,000 warrants at exercised price of $.05. The stock was given to the Company at no charge in lieu of cash payments on the contract. The Company recognised the exercised price of stock against balance outstanding from the NF. The following is a summary:

Date of cash in	Options Exercised	Exercised price per share $	Amount charged to AR in lieu of cash $
May 13, 2016	2,400,000	0.05	120,000

Shares

On May 30, 2017, the Company was granted 300,000,000 shares of New Age Farm for services valued at $285,000.

On March 18, 2015 the Company was granted 3,000,000 shares at $450,000 (FMV $.15 per share) for work to be performed for one of the projects for a 3 year term. The management deferred the revenue and amortised it over three years. The Following is a summary of unearned/ earned revenue recognised:

	Current Portion $	Long term $	Total $
Balance December 31, 2014	**-**	**-**	**-**
Unearned revenue recognised in the period	136,364	313,636	450,000
Revenue Recognised in the period	(136,364)		(136,364)
Reclassification	163,636	(163,636)	-
Balance December 31, 2015	**163,636**	**150,000**	**313,636**
Revenue Recognised in the period	(163,636)		(163,636)
Reclassification	118,767	(118,767)	-
Balance December 31, 2016	**118,767**	**31,233**	**150,000**
Revenue Recognised in the period	(118,767)	**-**	(118,767)
Reclassification	31,233	**(31,233)**	-
Balance December 31, 2017	**31,233**	**-**	**31,233**

MYM Nutraceuticals Inc.
The Company entered into a deal with MYM Nutraceuticals Inc. which fell through. The deposit is non-refundable and is placed in other income. The following is a summary of deposits MYM Nutraceuticals Inc. made:

	Amount deposited in the year
December 31, 2015	$ 88,103
December 31, 2016	93,468
Total	$181,571

13. RELATED PARTY TRANSACTIONS

As at December 31, 2017, the Company had $104,257 due to the sole director (2016 - $31,980 due from the sole director; 2015 - $7,531 due from the sole director). The balance is non-interest bearing and due on demand.

14. INCOME TAXES

	December 31, 2017	December 31, 2016	December 31, 2015
Tax calculated at 12.5% - 26% enacted rate	12 - 12.5%	13.5%	13.5%
Expected income tax expense (recovery)	$ 84,828	$ 66,162	$ (3,527)
Permanent differences	(34,544)	(8,989)	56,020
Other temporary differences	2,642	(36,189)	401
Income tax expense	$ 52,926	$ 20,984	$ 52,894

Deferred income tax assets (liabilities) have be recognized with respect to the following item:

	December 31, 2017	December 31, 2016	December 31, 2015
Marketable securities	$ (7,000)	$ (15,000)	$ 26,000

15. DIVIDEND

During the year ended December 31, 2017, the Company issued a dividend of 45,368,666 shares of Bougainville valued at $907,000 (Note 7) to the common shareholders.

16. COMMITMENT

On November 2, 2017 the Company signed an agreement with Bougainville Ventures Inc. to issue 100 preferred shares at a deemed price of $0.10 per preferred share. The preferred shares with have rights and restrictions including priority over the common shares for dividends and return of capital. The preferred shares will give Bougainville a right to a dividend of 80% of revenue earned by Green Venture derived from the Dixon property. The dividend will be payable at the end of each calendar quarter. In consideration for the preferred shares, Bougainville will reimburse Green Venture for all expenses and costs incurred in connection with the facility on the property and the property.

As at December 31, 2017, no preferred shares have been issued to Bougainville.

17. SUPPLEMENAL CASH FLOW INFORMATION

	2017	2016	2015
Cash paid for interest	$ 20,883	$ 15,779	$ 561
Cash paid for income taxes	-	-	-

Significant non-cash transactions for the year ended December 31, 2017 are as follows:

- Sold the Dixon property to Bougainville for 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total deemed proceeds of $907,000 (Note 7)
- Issued a dividend of 45,368,666 Bougainville shares valued at $907,000 (Note 16)

There were no significant non-cash investing or financing transactions that were excluded from the statement of cash flows.

Significant non-cash transactions for the year ended December 31, 2015 are as follows:

- Received 3,000,000 shares of New Age Farm valued at $450,000 for work to be performed over a three-year term, which was recorded as deferred revenue (Note 12).

SCHEDULE "E"

MANAGEMENT DISCUSSION AND ANALYSIS OF GREEN VENTURE

Green Venture Capital Corp.

15066 82ND Avenue, Surrey, British Columbia,

MANAGEMENT'S DISCUSSION & ANALYSIS
For the three months period ended March 31, 2018 and 2017

INTRODUCTION

General

Green Venture Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on November 26, 2014. The Company is in the business of specialized consulting services in agriculture- marijuana tenant-growing industry.

The Company is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

The address of the Company's registered office is 15066 82ND Avenue, Surrey, British Columbia, Canada.

The Company`s financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

At March 31, 2018, the Company has a working capital deficit of $451,056, an accumulated deficit of $103,247 and may accumulate further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's ability to continue as a going concern is dependent on its ability to generate net income and raise adequate financing through equity or debt financings to discharge its liabilities they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. Carrying values shown in these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") is dated as of July 27, 2018 and should be read in conjunction with the unaudited condensed interim financial statements of the Company together with the related notes for the three months ended March 31, 2018, and 2017, and the audited financial statements of the Company together with the related notes for the year ended December 31, 2017, 2016 and 2015.

Our discussion in this MD&A is based on the Financial Statements for the three months ended March 31, 2018, and 2017 prepared in accordance with International Financial Reporting Standards. ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars. The financial statements and MD&A have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements.

These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except or cash flow information.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

Green Venture Capital Corp. is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

The Company is currently focused in development of properties located in Oroville, WA. Oroville is located in the northern region of the Okanogan Valley of Washington State.

The Company has segregated its development properties, based on the locations, and has the following properties:

	Dixon $	Wolley $	Dale Cline $	O'Neil Road $	Total $
Balance December 31, 2016	**354,514**	**101,724**	**-**	**-**	**456,238**
Additions	-	-	465,796		465,796
Balance March 31, 2017	**354,514**	**101,724**	**465,796**	**-**	**922,034**
Additions	-	-		175,444	175,444
Disposals	(354,514)	-	(232,898)	-	(587,412)
Balance December 31, 2017	**-**	**101,724**	**232,898**	**175,444**	**510,066**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance March 31, 2018	**-**	**101,724**	**232,898**	**175,444**	**510,066**

In February 2017, the Company purchased the Dale Cline property for $465,796. In April, 2017 the Company sold a 50% interest in the Dale Cline property to an arm's length party for $172,237.

In June 2017, the Company purchased the O'Neil Road property for $175,444.

In April 2016, the Company purchased the Dixon property for $354,514. In July 2017, the Company sold the Dixon property to Bougainville Ventures Inc., an arm's-length company. The Company received 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total proceeds of $907,000.

In November 2015, the Company purchased the Wolley property for $156,771. The property is separated into two parcels of land - Parcel A (3.9 acres) and Parcel B (5.79 acres). On October 20, 2015 New Age Farm purchased 50%of Parcel A in the Wolley property for $97,365 ($75,000 USD) from the Company.

SELECTED ANNUAL INFORMATION

	For the Year Ended December 31, 2017	For the Year Ended December 31, 2016
	$	$
Revenue	-	-
Comprehensive income (loss)	(178,520)	109,296
Income (loss) per common share	(1,785.20)	1,092.60
Total assets	587,309	1,292,242
Total long-term financial liabilities	146,370	128,882
Dividends declared	-	-
		-

RESULTS OF OPERATIONS

The Company's consulting revenues were

For the Period Ended April 31	
2018	**2017**
31,232	120,828

The Company's consulting revenues were from New Age Farm Inc.

The Company's expenses were:

	Three months period ended March 31, 2018	Three months period ended March 31, 2018
Amortization	-	-
Brokerage fees	1,753	5,631
Consulting fees	56,738	41,800
Foreign Exchange gain (loss)	11,560	1,140
Interest expense	2,706	3,813
Project development	50,385	-
Professional fees	3,586	5,394
Promotions	-	-
Property Tax	-	8,781
Office and Admin	739	1,460
Total Expenses	127,467	68,019

The Company's Major expenses were consulting fees, and project developments fees.

The Company's other items were:

	Three months period ended March 31, 2018	Three months period ended March 31, 2018
Other Income	-	44,000
Realized Gain(loss) on securities	10,415	12,487
Gain on sale of License Properties	-	-
Unrealized gain (loss) on Prepaid Deposits	-	-
Write-off accounts receivable	-	-
Net income (loss) before income taxes	(85,820)	109,296

The Company's items that may subsequently be reclassified to income were:

	Three months period ended March 31, 2018	Three months period ended March 31, 2018
Items that may be subsequently reclassified to income (loss):		
Unrealized gain (loss) on marketable securities	(92,700)	-

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2018, the Company's total assets of $587,309 were comprised of $240 Cash; $68,368 Marketable securities; $8,252 Vehicle, $383 Incorporation Costs; and 510,066 Licence properties. The Company's total liabilities were $519,664 comprised of $31,171 Accounts payable and accrued liabilities; $77,830 Due to a related parties; $283,859 Loans; $126,804 Taxes payable $ $7,000 Deferred tax liability; and $139,370 Long term loan.

The Equity deficit increased to $17,427 as of December 31, 2017 to $103,247as of March 31, 2018 due to the incurred expenses.

CHANGES IN CASH POSITIONS

	Three months period ended March 31, 2018 $	Three months period ended March 31, 2017 $
Cash (used in) /provided by:		
Net cash used in operating activities	(135,045)	167,592
Net cash used in investing activities	16,216	(408,801)
Net cash provided by financing activities	(16,447)	245,309
Change in cash	(135,276)	4,100
Cash , beginning	135,516	204
Cash, end	240	4,304

Cash Flows from Investing Activities
For the three months ended March 31, 2018 the cash used in operating activities was $135,045 compared to cash provided $167,592 for the three months ended March 31, 2017.

Cash Flows from Investing Activities
For the three months ended March 31, 2018 the cash provided by investing activities was $16,216 compared to cash used $408,801 for the three months ended March 31, 2017.

Cash Flows from Financing Activities
For the three months ended March 31, 2018 the cash used in financing activities was $16,447 compared to cash provided $245,309 for the three months ended March 31, 2017.

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	Revenue ($)	Net Income (Net Loss) ($)	Gain (Loss) per Share ($)
31 March 2018	31,232	(178,520)	(1,785.20)
31 Dec 2017	-	(189,263)	(1,892.63)
30 Sept 201	53,494	484,820	4,848.20
30 June 2017	345,909	228,847	2,288.47
31 March 2017	120,828	109,296	1,092.60
31 Dec 2016	28,107	502,381	5,023.81
30 Sept 2016	103,183	42,730	4,27.30
30 June 2016	281,458	562	5.62
31 March 2016	152,462	(132,411)	(1,324.11)
31 Dec 2015	171,547	(266,137)	(2,661.37)
30 Sept 2015	70,909	57,670	576.70
30 June 2015	74,339	61,269	612.69
31 March 2015	51,816	42,174	421.74
31 Dec 2014*	14,000	(3,993)	(39.93)

* The Company was incorporated on November 26, 2014. Period is from date of incorporation November 26, 2014 to December 31, 2014

FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, marketable securities, accounts payable, amounts due from and to related parties, loans payable. .

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivables, accounts payable, amounts due and from related parties, loans payable have amortized costs that approximate their fair value due to their short terms to maturity.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Credit Risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of December 31, 2017, 2016, and 2015, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, 2016, and 2015, the Company did not have sufficient cash on hand to meet its current liabilities, but can cover the positions through sale of marketable securities.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is insignificant.

b) Currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company has cash balances and loans in USD, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily loans that are held in USD. As at March 31, 2018, the Company had net financial assets and liabilities denominated in foreign currencies of approximately $(423,231) (2017 - $(584,515). A 5% change in the value of the USD versus the CND would give rise to a gain or loss of approximately $21,162 (2017 - $29,226).

c) Price risk
The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $68,368 (2017 - $166,868).

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at the date of this report, 100 shares were issued and outstanding.

On November 2, 2017 the Company signed an agreement with Bougainville Ventures Inc. to issue 100 preferred shares at a deemed price of $0.10 per preferred share. As at March 31, 2018 and the date of this report no preferred shares were issued..

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS AND BALANCES

As at March 31, 2018, the Company, had $77,830 due to the sole director (2017 - $10,547). The balance is non-interest bearing and due on demand.

CHANGES IN ACCOUNTING POLICIES

Adoption of new IFRS pronouncements

The IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods commencing on January 1, 2018. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 9, *Financial Instruments* ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through P&L. The standard introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on January 1, 2018. Early adoption is permitted. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 16, *Leases* ("IFRS 16") specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after

January 1, 2019. The Company is in the process of assessing the impact of this new standard on the financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements. The Company also has not early adopted any of these standards in the consolidated financial statements.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the major shareholders of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such shareholders to be in a position of conflict. Any decision made by such major shareholder involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such shareholders will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

United States Regulation

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as highly addictive and having no medical value. The United States Federal Drug Administration has not approved the sale of marijuana for any medical application. Doctors may not prescribe cannabis for medical use under federal law, however, they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis will not be denied services or other medications that are denied to those using illegal drugs. Twenty-eight states and the District of Columbia currently have laws legalizing marijuana in some form. Three other states will soon join them after recently passing measures permitting use of medical marijuana.

Recently, California, Massachusetts, Maine and Nevada all passed measures in November, 2016 legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. Additionally, there are active efforts by many advocacy groups seeking to expand the legalization of cannabis, including, but not limited to the Marijuana Policy Project, a leading advocate for major state-level marijuana policy reforms that have resulted in successful efforts to pass 10 of the 15 most recent state medical marijuana laws (in Arizona, Delaware, Illinois, Maryland, Michigan, Minnesota, Montana, New Hampshire, Rhode Island, and Vermont) and five of the seven most recent decriminalization laws (in Delaware, Maryland, Massachusetts, Rhode Island, and Vermont). These noted state laws, both proposed and enacted, are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On August 29, 2013, the U.S. Department of Justice issued a memorandum providing that where states and local governments enact laws authorizing cannabis-related use, and implement strong and effective regulatory and enforcement systems, the federal government will rely upon states and local enforcement agencies to address cannabis activity through the enforcement of their own state and local narcotics laws. The memorandum further stated that the U.S Justice Department's limited investigative and prosecutorial resources will be focused on eight priorities to prevent unintended consequences of the state laws, including distribution of cannabis to minors, preventing the distribution of cannabis from states where it is legal to states where it is not, and preventing money laundering, violence and drugged driving.

On December 11, 2014, the U.S. Department of Justice issued another memorandum with regard to its position and enforcement protocol with regard to Indian Country, stating that the eight priorities in the previous federal memo would guide the United States Attorneys' cannabis enforcement efforts in Indian Country.

The United States Federal Drug Administration has not approved the sale of marijuana or CBD for any medical application. Doctors may not prescribe cannabis or CBD for medical use under federal law, however they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis or CBD will not be denied services or other medications that are denied to those using illegal drugs.

Currently, twenty-eight states and the District of Columbia have laws legalizing marijuana and CBD in some form. In November, 2016, California, Massachusetts, Maine and Nevada all passed measures legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. These noted state laws, both proposed and enacted, are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On December 16, 2014, as a component of the federal spending bill, the Obama administration enacted regulations that prohibit the Department of Justice from using funds to prosecute state-based legal medical cannabis programs.

Although Company's planned customers include luxury crop growers, there are no imminent customers at this time, and investors could lose their total investment in the Company.

As a result of the election in 2016, the Trump administration has not indicated whether the U.S. Department of Justice would maintain the aforementioned policies, and there is a material risk that if the Obama era policies regarding cannabis are not followed, our business to lease turn-key greenhouse facilities to licensed marijuana growers could end. The Trump administration has not taken a position on enforcement of federal laws relating to cannabis, in light of the foregoing admin\istrative position of the U.S. Department of Justice .

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

Green Venture Capital Corp.

15066 82ND Avenue, Surrey, British Columbia,

MANAGEMENT'S DISCUSSION & ANALYSIS
For the years ended December 31, 2017, 2016 and 2015
As at July 27, 2018

INTRODUCTION

General

Green Venture Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on November 26, 2014. The Company is in the business of specialized consulting services in agriculture- marijuana tenant-growing industry.

The Company is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

The address of the Company's registered office is 15066 82ND Avenue, Surrey, British Columbia, Canada.

The Company`s financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

At December 31, 2017, the Company has a working capital deficit of $272,534 (2016- $33,568 and 2015-$51,119 working capital), an accumulated deficit of $17,427 (2016-$213,601 and 2015-$331,730 earnings) and may accumulate further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business

The Company's ability to continue as a going concern is dependent on its ability to generate net income and raise adequate financing through equity or debt financings to discharge its liabilities they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. Carrying values shown in these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") is dated as of July 27, 2018 and should be read in conjunction with the financial statements of the Company together with the related notes for the years ended December 31, 2017, 2016 and 2015.

Our discussion in this MD&A is based on the Financial Statements for the years ended December 31, 2017, 2016 and 2015 prepared in accordance with International Financial Reporting Standards. ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except or cash flow information.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

Green Venture Capital Corp. is a private company which provides high value premium luxury crop and licensed marijuana tenant-growers with leased land and state-of-the-art equipment such as computer controlled greenhouses and processing facilities. Green Venture intends to become the primary equipment and greenhouse supplier for its tenant businesses, by offering fully built-out, turnkey solutions to licensed I-502 tenant-growers and luxury crop growers who will lease facilities for production and processing.

The Company is currently focused in development of properties located in Oroville, WA. Oroville is located in the northern region of the Okanogan Valley of Washington State.

The Company has segregated its development properties, based on the locations, and has the following properties:

	Dixon $	Wolley $	Dale Cline $	O'Neil Road $	Total $
Balance December 31, 2014	-	-	-	-	-
Additions	-	156,771	-	-	156,771
Disposals	-	(55,047)	-	-	(55,047)
Balance December 31, 2015		**101,724**	**-**	**-**	**101,724**
Additions	354,514		-	-	354,514
Disposals	-	-	-	-	-
Balance December 31, 2016	**354,514**	**101,724**	**-**	**-**	**456,238**
Additions	-	-	465,796	175,444	641,240
Disposals	(354,514)	-	(232,898)	-	(587,412)
Balance December 31, 2017	**-**	**101,724**	**232,898**	**175,444**	**510,066**

In February 2017, the Company purchased the Dale Cline property for $465,796. In April, 2017 the Company sold a 50% interest in the Dale Cline property to an arm's length party for $172,237.

In June 2017, the Company purchased the O'Neil Road property for $175,444.

In April 2016, the Company purchased the Dixon property for $354,514. In July 2017, the Company sold the Dixon property to Bougainville Ventures Inc., an arm's-length company. The Company received 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total proceeds of $907,000.

In November 2015, the Company purchased the Wolley property for $156,771. The property is separated into two parcels of land - Parcel A (3.9 acres) and Parcel B (5.79 acres). On October 20, 2015 New Age Farm purchased 50%of Parcel A in the Wolley property for $97,365 ($75,000 USD) from the Company.

SELECTED ANNUAL INFORMATION

	For the Year Ended December 31, 2017	For the Year Ended December 31, 2016	For the Year Ended December 31, 2015
	$	$	
Revenue	-	-	
Comprehensive income (loss)	633,699	428,111	(53,022)
Income (loss) per common share	6,336.99	4,281.11	(530.22)
Total assets	821,085	965,161	433,176
Total long-term financial liabilities	146,372	128,882	251,083
Dividends declared	907,000	-	

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RESULTS OF OPERATIONS

The Company's consulting revenues were

For the Years Ended December 31		
2017	**2016**	**2015**
605,271	544,574	358,032

The Company's consulting revenues were from New Age Farm Inc.

The Company's expenses were:

	For the Years Ended December 31		
	2017	**2016**	**2015**
Amortization	3,537	5,053	2,972
Brokerage fees	13,650	7,661	2,606
Consulting fees	345,995	157,164	114,437
Foreign Exchange gain (loss)	(20,968)	11,477	4,211
Interest expense	23,333	22,968	1,722
Project development	45,846	58,671	2,578
Legal fees	48,135	33,609	10,000
Promotions	-	32,000	-
Property Tax	16,531	2,863	210
Office and Admin	3,296	3,167	2,230
Total Expenses	479,355	334,633	140,966

The Company's Major expenses were consulting fees, project developments fees and legal fees.

The Company's other items were:

	For the Years Ended December 31		
	2017	**2016**	**2015**
Other Income	-	120,381	88,103
Realized Gain(loss) on securities	103,157	(354,370)	9,857
Gain on sale of License Properties	491,825	-	42,318
Unrealized gain (loss) on Prepaid Deposits	-	(3,097)	5,273
Write-off accounts receivable	-	(29,000)	-
	594,982	(386,467)	57,448

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The Company's Other Income was from MYM Nutraceuticals Inc.The Company entered into a deal with MYM Nutraceuticals Inc. which fell through. The deposit is non-refundable and is placed in other income.

	Amount deposited in the year
December 31, 2015	$ 88,103
December 31, 2016	93,468
Total	$181,571

The components of Realized Gain(loss) on securities were as follows:

During the year ended December 31, 2017, the Company purchased 994,500 shares of New Age Farm for $147,043. Also during 2017, the Company received 3,000,000 shares of New Age Farms consulting services. The transaction was recorded at the fair value of the shares at the transaction date, which was $285,000. The Company sold 4,444,500 shares of New Age Farm for gross proceeds of $522,195, and exchanged 1,250,000 shares of New Age Farm for services valued at $106,250. The Company realized gains of $133,907 on shares of New Age Farm.

During the year ended December 31, 2017, the Company purchased 865,000 shares of Sunset Pacific Petroleum for $35,375. The Company sold 1,060,000 shares of Sunset Pacific Petroleum for gross proceeds of $27,850. The Company realized losses of $28,350 on shares of Sunset Pacific Petroleum.

During the year ended December 31, 2017, the Company sold 40,000 shares of Reliq Health for gross proceeds of $4,800. The Company realized a loss of $2,400 on the transaction.

During the year ended December 31, 2017, the Company received 65,195 shares of NHS Industries pursuant to a spin-out of New Age Farm.

During the year ended December 31, 2016, the Company purchased 881,000 shares of New Age Farm for $30,560, and was given 2,400,000 warrants exercised at a cost of $120,000 (Note 12). The Company sold 3,090,500 shares of New Age Farm for total proceeds of $155,875, and the Company exchanged 1,500,000 shares of New Age Farm for services valued at $30,000. The Company realized losses of $348,870 on shares of New Age Farm.

During the year ended December 31, 2016 the Company purchased 635,000 shares of Sunset Pacific Petroleum for $32,625. The Company sold 200,000 shares of Sunset Pacific Petroleum for total proceeds of $3,000. The Company realized losses of $3,000 on shares of Sunset Pacific Petroleum.

During the year ended December 31, 2016 the Company purchased 40,000 shares of Reliq Health for $7,200.

During the year ended December 31, 2016, the Company sold 50,000 shares of Namaste Technologies for $13,250. The Company realized losses of $2,500 on shares of Namaste Technologies.

During the year ended December 31, 2015, the Company purchased 34,000 shares of New Age Farm for $4,330, and was given 900,000 options of New Age Farm exercised at a value of of

$72,000 (Note 12). Also during 2015 the Company received 3,000,000 shares of New Age Farm with a fair market value $450,000 which was recognized in deferred revenue (Note 12). The Company sold 374,500 shares of New Age Farm for total proceeds of $40,997. The Company realized gains of $9,857 on shares of New Age Farm.

Gain on the sale of License Properties was as follows:

On July 1, 2017 the Company sold the Dixon property to Bougainville Ventures Inc., an arm's-length, private company. The Company received 45,368,666 shares of Bougainville at a deemed value of $0.02 per share for total proceeds of $907,000. The Company recorded a gain of $552,486 on the sale of the property.

On October 20, 2015 New Age Farm purchased 50%of Parcel A in the Wolley property for $97,365 ($75,000 USD) from the Company. The Company realized a gain of $42,318 on the sale of the property.

The Company's Income tax expenses (recovery) were:

	For the Years Ended December 31		
Income tax expense (recovery)	**2017**	**2016**	**2015**
Current income taxes	52,926	20,984	52,894
Deferred income taxes	(8,000)	41,000	(26,000)

The Company's items that may subsequently be reclassified to income were:

	For the Years Ended December 31		
	2017	**2016**	**2015**
Unrealized gain (loss) on marketable securities	(42,273)	546,240	(388,745)

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2017, the Company's total assets of $821,085 were comprised of $135,516 Cash; $166,868 Marketable securities; $8,252 Vehicle, $383 Incorporation Costs; and 510,066 Licence properties. The Company's total liabilities were $721,290 comprised of $38,745 Accounts payable and accrued liabilities; $104,257 Due to a related parties; $273,879 Loans; $126,804 Taxes payable $468,188; $31,233 Unearned revenue; $7,000 Deferred tax liability; and $139,372 Long term loan.

The Equity deficit increased to $17,427 as of December 31, 2017 from earnings $213,601 December 31, 2016 due to the incurred expenses.

CHANGES IN CASH POSITIONS

	For the year ended		
	December 31, 2017	December 31, 2016	December 31, 2015
	$	$	
Cash (used in) /provided by:			
Net cash used in operating activities	12,859	18,536	(3,932)
Net cash used in investing activities	(99,812)	(252,774)	(60,303)
Net cash provided by financing activities	222,265	193,332	104,898
Change in cash	135,312	(40,906)	40,663
Cash , beginning	204	41,110	447
Cash, end	135,516	204	41,110

Cash Flows from Investing Activities
Company has generated positive cash flows from operating activities for the year ended December 31, 2017-$12,859 and $2016-18,536. For the year ended December 31, 2015, net cash flows used in operating activities was $3,932.

Cash Flows from Investing Activities
For the year ended December 31, 2017, 2016 and 2015, the cash used in investing activities was $99,812, $252,774 and $60,303 respectively.

Cash Flows from Financing Activities
For the year ended December 31, 2017, 2016 and 2015, the cash provided by financing activities was $222,265, $193,332 and $104,898 respectively.

SUMMARY OF QUARTERLY RESULTS
A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	Revenue ($)	Net Income (Net Loss) ($)	Gain (Loss) per Share ($)
31 Dec 2017	-	(189,263)	(1,892.63)
30 Sept 201	53,494	484,820	4,848.20
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31 Dec 2014*	14,000	(3,993)	(39.93)

* The Company was incorporated on November 26, 2014. Period is from date of incorporation November 26, 2014 to December 31, 2014

FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, marketable securities, accounts payable, amounts due from and to related parties, loans payable. .

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivables, accounts payable, amounts due and from related parties, loans payable have amortized costs that approximate their fair value due to their short terms to maturity.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of December 31, 2017, 2016, and 2015, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, 2016, and 2015, the Company did not have sufficient cash on hand to meet its current liabilities, but can cover the positions through sale of marketable securities.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is insignificant.

b) Currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company has cash balances and loans in USD, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily loans that are held in USD. As at December 31, 2017, the Company had net financial assets and liabilities denominated in foreign currencies of approximately $(419,634) (2016 - $(327,893)) (2015 - $(108,331)). A 5% change in the value of the USD versus the CND would give rise to a gain or loss of approximately $20,982 (2016 - $16,395) (2015 - $5,417).

c) Price risk
The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $166,868 (2016 - $296,425) (2015 - $106,786).

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at the date of this report, 100 shares were issued and outstanding.

On November 2, 2017 the Company signed an agreement with Bougainville Ventures Inc. to issue 100 preferred shares at a deemed price of $0.10 per preferred share. As at December 31, 2017 and the date of this report no preferred shares were issued..

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS AND BALANCES

As at December 31, 2017, the Company had $104,257 due to the sole director (2016 - $31,980 due from the sole director; 2015 - $7,531 due from the sole director). The balance is non-interest bearing and due on demand.

CHANGES IN ACCOUNTING POLICIES

Adoption of new IFRS pronouncements

The IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods commencing on January 1, 2018. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 9, *Financial Instruments* ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through P&L. The standard introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on January 1, 2018. Early adoption is permitted. The Company is in the process of assessing the impact of this new standard on the financial statements.

IFRS 16, *Leases* ("IFRS 16") specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. The Company is in the process of assessing the impact of this new standard on the financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements. The Company also has not early adopted any of these standards in the consolidated financial statements.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the major shareholders of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such shareholders to be in a position of conflict. Any decision made by such major shareholder involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such shareholders will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

United States Regulation

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as highly addictive and having no medical value. The United States Federal Drug Administration has not approved the sale of marijuana for any medical application. Doctors may not prescribe cannabis for medical use under federal law, however, they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis will not be denied services or other medications that are denied to those using illegal drugs. Twenty-eight states and the District of Columbia currently have laws legalizing marijuana in some form. Three other states will soon join them after recently passing measures permitting use of medical marijuana.

Recently, California, Massachusetts, Maine and Nevada all passed measures in November, 2016 legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. Additionally, there are active efforts by many advocacy groups seeking to expand the legalization of cannabis, including, but not limited to the Marijuana Policy Project, a leading advocate for major state-level marijuana policy reforms that have resulted in successful efforts to pass 10 of the 15 most recent state medical marijuana laws (in Arizona, Delaware, Illinois, Maryland, Michigan, Minnesota, Montana, New Hampshire, Rhode Island, and Vermont) and five of the seven most recent decriminalization laws (in Delaware, Maryland, Massachusetts, Rhode Island, and Vermont). These noted state laws, both proposed and enacted, are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On August 29, 2013, the U.S. Department of Justice issued a memorandum providing that where states and local governments enact laws authorizing cannabis-related use, and implement strong and effective regulatory and enforcement systems, the federal government will rely upon states and local enforcement agencies to address cannabis activity through the enforcement of their own state and local narcotics laws. The memorandum further stated that the U.S Justice Department's limited investigative and prosecutorial resources will be focused on eight priorities to prevent unintended consequences of the state laws, including distribution of cannabis to minors, preventing the distribution of cannabis from states where it is legal to states where it is not, and preventing money laundering, violence and drugged driving.

On December 11, 2014, the U.S. Department of Justice issued another memorandum with regard to its position and enforcement protocol with regard to Indian Country, stating that the eight priorities in the previous federal memo would guide the United States Attorneys' cannabis enforcement efforts in Indian Country.

The United States Federal Drug Administration has not approved the sale of marijuana or CBD for any medical application. Doctors may not prescribe cannabis or CBD for medical use under federal law, however they can recommend its use under the First Amendment. In 2010, the United States Veterans Affairs Department clarified that veterans using medicinal cannabis or CBD will not be denied services or other medications that are denied to those using illegal drugs.

Currently, twenty-eight states and the District of Columbia have laws legalizing marijuana and CBD in some form. In November, 2016, California, Massachusetts, Maine and Nevada all passed measures legalizing recreational marijuana. California's Prop. 64 measure allows adults 21 and older to possess up to one ounce of marijuana and grow up to six plants in their homes. Other tax and licensing provisions of the law will not take effect until January 2018. These noted state laws, both proposed and enacted, are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level.

On December 16, 2014, as a component of the federal spending bill, the Obama administration enacted regulations that prohibit the Department of Justice from using funds to prosecute state-based legal medical cannabis programs.

Although Company's planned customers include luxury crop growers, there are no imminent customers at this time, and investors could lose their total investment in the Company.

As a result of the election in 2016, the Trump administration has not indicated whether the U.S. Department of Justice would maintain the aforementioned policies, and there is a material risk that if the Obama era policies regarding cannabis are not followed, our business to lease turn-key greenhouse facilities to licensed marijuana growers could end. The Trump administration has not taken a position on enforcement of federal laws relating to cannabis, in light of the foregoing admin\istrative position of the U.S. Department of Justice .

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

CERTIFICATE OF THE COMPANY

Dated: August 2, 2018

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia.

(signed) "Amandip Jagpal"
Amandip Jagpal
President, Chief Executive Officer and Director

(signed) "Donald Gordon"
Donald Gordon
Promoter
Chief Financial Officer and Director

On behalf of the Board of Directors

(signed) "Teja Singh"
Teja Singh
Director

(signed) "Richard Cindric"
Richard Cindric
Director

CERTIFICATE OF THE PROMOTERS

Date: August 2, 2018

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia.

(signed) "Donald Gordon"
Donald Gordon
Promoter
Chief Financial Officer and Director

Schedule

"B"

Form 2A Listing Statement Disclosure - Additional Information

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	49,380,541	49,567,207	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	30,535,433	30,535,433	61.8%	61.6%
Total Public Float (A-B)	18,844,108	19,030,774	38.2%	38.4%
Freely-Tradeable Float Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	30,535,433	30,535,433	61.8%	61.6%
Total Tradeable Float (A-C)	18,844,108	19,030,774	38.2%	38.4%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	0	0
100 – 499 securities	5	783
500 – 999 securities	29	14,500
1,000 – 1,999 securities	81	82,284
2,000 – 2,999 securities	3	7,618
3,000 – 3,999 securities	6	20,355
4,000 – 4,999 securities	6	24,570
5,000 or more securities	24	18,693,998
	154	18,844,108

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	32	1,790
100 – 499 securities	79	10,398
500 – 999 securities	11	6,246
1,000 – 1,999 securities	8	10,200
2,000 – 2,999 securities	6	11,311
3,000 – 3,999 securities	3	7,521
4,000 – 4,999 securities	4	14,214
5,000 or more securities	28	558,005
	171[1]	619,685

[1] Based on estimate of shareholders within CDS position from Broadridge report of a company with the same pre-consolidation shareholder base as Bougainville Ventures Inc.

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	3	30,535,433
	3	30,535,433

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants Common Share Warrants, each whole warrant with an exercise price of $0.50 for a term of 12 months from issuance.	93,333	93,333 Common Shares
Warrants Common Share Warrants, each whole warrant with an exercise price of $0.75 for a term of 12 months following 12 months from issuance.	93,333	93,333 Common Shares

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

The Issuer has no other listed securities reserved for issuance that are not included in section 14.1 or 14.2.

Schedule

"C"

Summary of the Business

Bougainville Ventures Inc. ("Bougainville", the "Company" or the "Issuer") is in the business of providing capital and services through participation in joint venture arrangements with companies that lease land, equipment and other growing infrastructure to licensed marijuana producers and luxury crop growers. To date, Bougainville has entered into one such joint venture arrangement – with Green Venture Capital Corporation, a private British Columbia registered corporation ("Green Venture"). Bougainville is in the process of identifying further joint venture opportunities of this nature to exploit in the future.

Bougainville intends to hold positions in real estate and infrastructure through shareholdings, joint ventures and service agreements to offer fully built out turnkey solutions to tenants who are able to lease facilities for production and processing of luxury crops. Bougainville provides management experience and capital to Green Venture. Green Venture has been using this assistance to construct 10,000 square feet of greenhouse space on a 1 acre portion of a 4.33 acre parcel of land located in Oroville, Washington state (the "Washington Property").

Pursuant to an Asset Purchase Agreement with Green Venture dated July 1, 2017 (the "Asset Purchase Agreement") Bougainville purchased a joint title interest in the Washington Property from Green Venture in consideration for issuance of 45,368,666 common shares of the Company. The agreement includes the ongoing participation in the management of Green Venture by Bougainville. Bougainville common shares issued in consideration for the Washington Property have been distributed to the shareholders of Green Venture providing a significant stake and equity interest in the continuation of the business through the assets purchased by Bougainville. In addition, Bougainville is providing capital to Green Venture for the purposes of constructing infrastructure and to complete any other pre-requisites needed for the Washington Property to be leased to tenant-growers.

Subsequent to the Asset Purchase Agreement Bougainville and Green Venture hold joint title of the Washington Property. Green Venture remains on title for the purposes of leasing the land to tenant-growers. This arrangement is necessary to allow Green Venture to lease infrastructure and services on the Washington Property to tenant-growers in compliance with Washington state marijuana regulations.

Pursuant to a letter agreement dated November 2, 2017 between the Company and Green Venture, (the

“Green Venture Preferred Share Agreement”) Green Venture agreed to issue to the Company 100 preferred shares at a price of $0.10 per preferred share; under their terms, the preferred shares will pay to the Company a total dividend equal to 80% of Green Venture’s gross revenues, with such dividend being payable once per quarter over a perpetual term (the “Green Venture Preferred Shares”). The dividend arising from the Green Venture Preferred Shares is expected to serve as the Company’s revenue stream and return on its investment in Green Venture after Green Venture’s operations have begun to generate revenue. In consideration for the Green Venture Preferred Shares, the Company agreed to pay or reimburse Green Venture for all expenses and costs incurred or to be incurred in connection with the operations of Green Venture on the Washington Property. The first dividend payment by the Green Venture Preferred Shares is expected to be made in the third quarter of 2018. Bougainville participates in Green Venture management decisions on operations and has a measure of control over the expenses of Green Venture.

The business relationship between Bougainville and Green Venture is structured to be in compliance with relevant Washington state marijuana regulations. Bougainville is not a licensed marijuana grower, processor or retailer. Green Venture is not a licensed marijuana grower, processor or retailer.

Green Venture is authorized by Washington state marijuana regulators to lease its greenhouse space to I-502 licensed marijuana growers for production and processing of their crops. The Washington Property is Washington state I-502 compliant and Green Venture is working to prepare it for tenant-grower occupancy. Green Venture has erected security fencing around the perimeter of the property. As a result of its I-502 compliance Green Venture is able to lease the Washington Property to I-502 tenant-growers when other owners of the Washington Property would not be able to. Green Venture provides competitive advantage to Bougainville through its ability to lease the Washington Property to I-502 tenant-growers. Any other lessor would be subject to lengthy and costly Washington state regulatory processes prior to being able to lease the property to tenants with I-502 licenses. Green Venture will provide its tenants with leased land, infrastructure, state of the art green houses, best practice standard operating procedures and secured facilities, coupled with a “master grower” and other preselected specialists to provide assistance in all stages of the growing and processing cycle.

Bougainville has entered into a joint venture agreement with the Marijuana Company of America (“MCOA”) dated April 3, 2017 (the “MCOA Agreement”). MCOA is a Utah state corporation incorporated in 2015 and is publicly traded on OTC markets under the symbol MCOA. MCOA is a strategic investor in synergistic companies for the purpose of developing a portfolio of joint ventures that

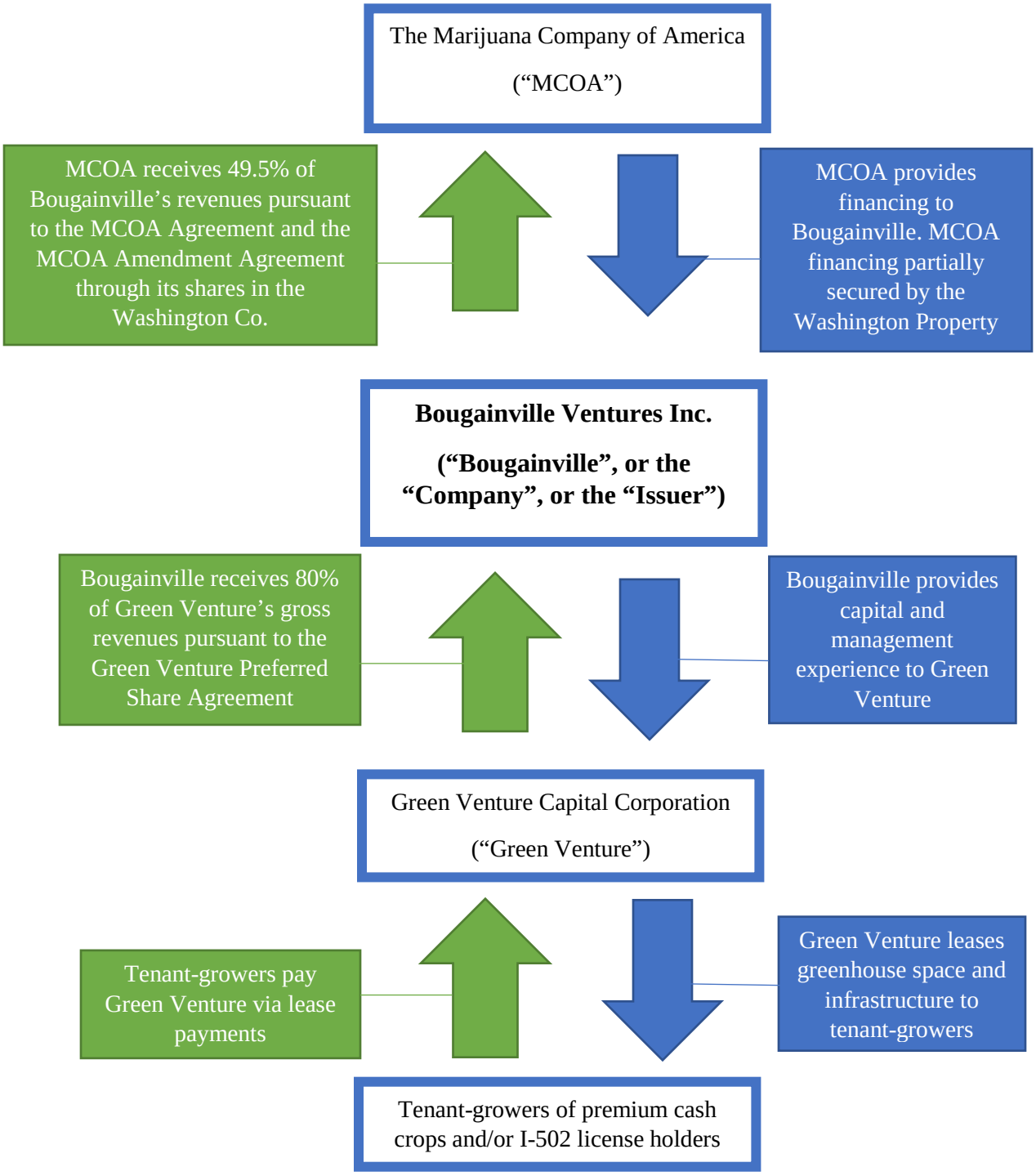
create value for its shareholders.

Pursuant to the MCOA Agreement Bougainville and MCOA will jointly and collaboratively organize a new corporation in the State of Washington (the "Washington Co."). Pursuant to the MCOA Agreement, MCOA agreed to provide USD$1,025,000 in financing to Bougainville in consideration for MCOA receiving 49.5% of common shares in the Washington Co. MCOA provides financing to marijuana and associated industry ventures that may not be able to access more conventional financing through banks. The Washington Co. will have one class of (common) shares. Bougainville and MCOA will each be issued 49.5% of the common shares of Washington Co. MCOA will receive 49.5% of the revenues of Bougainville through its ownership of common shares in Washington Co. pursuant to the terms of the MCOA Agreement. As a result of this arrangement Bougainville will receive 39.6% of the gross revenues of Green Venture pursuant to the Green Venture Preferred Share Agreement and the MCOA Agreement.

On November 7, 2017 Bougainville and MCOA entered into an Amendment to the MCOA Agreement changing the nature of the financing provided to Bougainville (the "MCOA Amendment Agreement"). Pursuant to the MCOA Amendment Agreement, MCOA agreed to provide USD$800,000 in financing to Bougainville in addition to issuing Bougainville 15,000,000 MCOA restricted common shares in consideration for MCOA receiving 49.5% of common shares in the Washington Co. rather than USD$1,025,000 as stated in the original MCOA Agreement. Bougainville has received all USD$800,000 in financing in addition to the 15,000,000 MCOA restricted common shares. MCOA has borrowed funds to meet its obligations pursuant to the MCOA Agreement (the "MCOA Loan"). Bougainville and Green Venture secured the MCOA loan by granting a Deed of Trust dated November 7, 2017 securing an amount of USD $606,420.00 attaching to the Washington Property (the "Deed of Trust"). In the event the return to MCOA from the MCOA Agreement or other financing sources available to MCOA is not adequate to meet MCOA's debt obligations pursuant to the Deed of Trust, Bougainville and Green Venture could be called on to satisfy the Deed of Trust via sale of the Washington Property or by other financing sources.

Pursuant to the MCOA Agreement and the MCOA Amendment Agreement Bougainville and MCOA will each receive 49.5% of the revenues paid to Bougainville through the Green Venture preferred shares, equivalent to the 49.5% ownership positions in common shares of Washington Co. held by MCOA and Bougainville.

The flowchart below describes the business structure, relationships and interactions between Bougainville, Green Venture, MCOA and tenant-growers in pictorial format.



The Asset Purchase Agreement with Green Venture dated July 1, 2017, the MCOA Agreement with MCOA dated April 3, 2017 including the MCOA Amendment Agreement, and the Green Venture Preferred Share Agreement with Green Venture dated November 2, 2017 are filed under the Company's profile on SEDAR (www.sedar.com).

An aerial view of the Washington Property in Oroville, Washington. The Washington Property is the area outlined in yellow. This image was taken prior to construction commencing on the greenhouse space.

The greenhouse space under construction on the Washington Property in Oroville, Washington.

Further detail on Bougainville's business is available in its non-offering prospectus dated August 2, 2018 filed under the Company's profile on SEDAR (www.sedar.com), a copy of which is attached hereto as Schedule "A".

Schedule

"D"

Audit Committee Composition Update

On August 10, 2018 the Chief Financial Officer of the Company resigned from the Company's audit committee to satisfy a condition of listing imposed by the Canadian Securities Exchange that required a majority of the members of the audit committee to be independent directors.

An independent director was appointed to the audit committee on August 10, 2018 to fill the vacancy left by the resignation of the Chief Financial Officer.

After the changes to the audit committee effective August 10, 2018 two out of three members of the audit committee are independent directors. The audit committee is currently composed of three members, one of whom is the Chief Executive Officer and President of the Company, who is not independent, the other two members being independent directors.

A news release dated August 10, 2018 describing the changes to the audit committee is filed under the Company's profile on SEDAR (www.sedar.com).

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Bougainville Ventures Inc., hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Bougainville Ventures Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia
this 24th day of August, 2018.

"Amandip Jagpal"

Amandip Jagpal

Chief Executive Officer, President, Director

"Donald Gordon"

Donald Gordon

Chief Financial Officer, Director

"Donald Gordon"

Donald Gordon

Promoter

"Richard Cindric"

Richard Cindric

Director

"Teja Singh"

Teja Singh

Director