PREMIER DIVERSIFIED HOLDINGS INC.

INTERIM MANAGEMENT'S DISCUSSION & ANALYSIS

QUARTERLY HIGHLIGHTS

FOR THE SIX MONTHS ENDED MARCH 31, 2018

(Expressed in Canadian Dollars)

INTRODUCTION

This Interim Management's Discussion and Analysis – Quarterly Highlights (the "Interim MD&A") has been prepared to provide material updates and analysis of the business operations, financial condition, financial performance, cash flows, liquidity, and capital resources of Premier Diversified Holding Inc. and its subsidiaries ("Premier" or the "Company").

The Company was formed by a Certificate of Amalgamation pursuant to the Business Corporations Act (British Columbia) on July 16, 2010. The Company's head office and registered and records office are located at Suite 301 - 3185 Willingdon Green, Burnaby, BC V5G 4P3. The Company's common shares are currently listed for trading on the Canadian Securities Exchange ("CSE") under the symbol PDH.

As a conglomerate or holding company, Premier focuses on generating the highest return on capital for shareholders regardless of industry. Currently, the Company is operating a medical diagnostic imaging center in Canada. This center provides PET-CT (Positron Emission Technology / Computed Tomography) scans. Activities to-date have been the development and operation of a PET-CT diagnostic scanning center in Burnaby, BC, as well as the raising of capital, the identification and evaluation of potential additional locations for facilities, the advancement of plans and regulatory approval for commencement of development of other facilities and making acquisitions of interests in various private and public entities.

Effective with the second interim quarter of the fiscal year ended September 30, 2018, the Company adopted the option under Section 2.2.1 of National Instrument 51-102F1 to provide the interim MD&A disclosure under the "Quarterly Highlights" regime set out in that section of the instrument.

The following Interim MD&A as of May 30, 2018 should be read in conjunction with the unaudited condensed consolidated interim financial statements of Premier and the notes relating thereto, for the six months ended March 31, 2018, which are prepared in accordance with International Financial Reporting Standards ("IFRS") and the annual management discussion and analysis for the year ended September 30, 2017. All financial amounts are stated in Canadian currency unless stated otherwise. Additional information relating to the Company is filed on SEDAR at www.sedar.com.

QUARTERLY HIGHLIGHTS

Corporate Activities

During the six months ended March 31, 2018, the Company continued to evaluate other potential investment and acquisition opportunities of public and private entities and their assets, in accordance with its Acquisitions Policy (available on www.sedar.com).

On December 1, 2017, the Company completed a non-brokered private placement of 4,000,000 Common shares at $0.075 per share for aggregate gross proceeds of $300,000.

In January 2018, 150,000 options were exercised for gross proceeds of $7,500.

On February 14, 2018, the Company announced a Normal Course Issuer Bid (the "Bid"). Under the Bid, Premier may purchase up to 5% of the issued and outstanding common shares, being 8,181,750 common shares. The Bid start date was February 20, 2018 and the Bid will not extend beyond 12 months. Any purchases will be made by Premier at the prevailing market prices of the shares at the time of purchase. All shares purchased will be cancelled. The actual number of shares purchased, timing of purchases and the price at which the shares are bought will depend upon future market conditions and potential alternative uses for Premier's cash resources. Premier commenced the Bid because it believes that, from time to time, the market price of its common shares may not fully reflect the underlying value of Premier's business and its future business prospects. Premier believes that at such times the purchase of common shares would be in the best interests of the Company. Such purchases are expected to benefit all remaining shareholders by increasing their equity interest in Premier.

China Operations

In January 2018, the Company reached an agreement with the former general manager of its Chinese operations, Yang Gang, to complete the shutdown of the Chinese operations. Pursuant to that agreement, Premier will transfer its interest in Premier Diagnostic (Hong Kong) Ltd. (**"PDHK"**) and Premier Diagnostic (China) Corporation (**"PDCC"**) to Mr. Gang and the Company will retain its interests in its other Chinese subsidiaries, Premier Investment (Hong Kong) Ltd. ("**PIHK**") and Premier Investment Shanghai Ltd. ("**PISH**"). Mr. Gang will assume PDHK and PDCC and their corresponding assets and liabilities, including the MRI equipment. The Company has consulted with local counsel in China regarding these transactions and anticipates the transfer of PDHK and PDCC will be complete in the next quarter.

Following the disposition of PDHK and PDCC, the Company does not anticipate operating in China. The Company's other Chinese entities, PISH and PIHK, are inactive.

Russell Breweries Inc. ("Russell")

On January 26, 2018, the Company received the second distribution of $533,960. On February 2, 2018, Premier's two nominees to the board of directors of Russell, Alnesh Mohan and Sanjeev Parsad, resigned.

As the Return of Capital was completed and Premier's nominees no longer serve as directors of Russell, Premier determined to dispose of all of its interest in Russell on February 5, 2018.

During the six months ended March 31, 2018, the Company disposed of 15,256,000 Russell shares for proceeds of $104,679. Subsequent to sale of Russell's shares, the Company does not hold any securities of Russell following the sales.

Bentley Homes Limited Partnership ("BHLP")

During the six months the Company was advised by BHLP that it successfully negotiated the sale of its "Everly Living" development project at 373 East 16th Avenue in Vancouver, BC. Following a prolonged process with the City of Vancouver for development and permit approvals, BHLP decided it would be in the best interest of the partnership to realize a gain in the short term, rather than following an anticipated 14-month construction and sales cycle period. The buyer of the Everly Living project paid a non-refundable deposit to BHLP on January 26, 2017, after making an unsolicited offer to acquire the project from BHLP. The purchase price was $2,650,000 and closing completed in February 2018.

On March 16, 2018 and March 29, 2018, the Company received $375,000 and $122,073, respectively, from BHLP as return of investment. During the six months ended March 31, 2018, the Company recognized $122,073 as investment income in the statement of loss and comprehensive loss.

As at March 31, 2018 and the date of this Interim MD&A, the Company owns nil unit of BHLP.

Arcola Developments Ltd. ("Arcola")

Kingswood has advised that the Arcola project is approximately 2.5 months away from final adoption, at which time pre-sales of the 22 units may be commenced. Kingswood currently has 1,200 registrants for the pre-sale. Quantity Surveyor documents are also being prepared by Kingswood.

MyCare MedTech Inc. ("MyCare")

During the six months ended March 31, 2018, the Company issued a secured, non-interest bearing convertible promissory note ("Note") to MyCare in the amount of $70,000. On November 16, 2017, the Company converted the Note into 200,000 units of MyCare. Each unit is comprised of one Class A common share of MyCare and one half of a share purchase warrant of MyCare. Each whole warrant will be exercisable to purchase an additional MyCare share at $0.50 until December 31, 2018. In addition, on December 19, 2017, the Company acquired 371,428 units of MyCare for $130,000 paid in cash. Each unit is comprised of one Class A common share of MyCare and one half of a share purchase warrant of MyCare. Each whole warrant will be exercisable to purchase an additional MyCare Share at $0.50 until December 31, 2018.

In January 2018, MyCare entered into an investment agreement with a private corporation to provide up to $3M gross proceeds pursuant to a private placement of units of MyCare, with each unit comprised of a senior unsecured convertible debenture with a principal amount of $1,000 and 500 common share purchase warrants. MyCare closed the first tranche of this financing in January 2018 for gross proceeds of $800,000.

As of the date of this Interim MD&A, Premier holds approximately 33.05% of MyCare.

Sequant Re Holdings Limited ("SRHL")

During the six months ended March 31, 2018, the Company purchased 100,000 common shares of SRHL for a total cost of US$50,000. This amount was impaired and recognized as an impairment loss in the statement of loss and comprehensive loss during the six months ended March 31, 2018.

After failing to find an equity partner and institutional investor for Sequant Re's insurance linked securities ("ILS") portfolio, the decision was made to put SRHL and Sequant Re into voluntary liquidation. Subsequently, on January 30, 2018, the members of SRHL approved the voluntary liquidation. The management of SRHL has moved quickly to liquidate SRHL, and Sequant Re. The Bermuda Monetary Authority approved the cancellation of Sequant Re's licence as a Class 3 Insurer on February 6, 2018 and the Bermuda Registrar of Companies approved the voluntary wind-up of Sequant Re on January 29, 2018.

(Expressed in Canadian Dollars)

SELECTED INFORMATION

	Three months ended			
	March 31, 2018	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**
Revenue from continuing operations	$ 351,788	$ 403,029	$ 378,244	$ 321,024
Loss from continuing operations before other items	(340,060)	(196,477)	(147,154)	(211,028)
Net income (loss)		-	-	-
- from continuing operations	247,723	(261,497)	(3,085,760)	(399,479)
- from discontinued operations	-	-	(573,939)	108,526
- total	247,723	(261,497)	(3,659,699)	(290,953)
Basic and diluted earnings (loss) per share				
- from continuing operations	$ -	$ -	$ (0.02)	$ -
- from discontinued operations	$ -	$ -	$ -	$ -
- total	$ -	$ -	$ (0.02)	$ -

	Three months ended			
	March 31, 2017	**December 31, 2016**	**September 30, 2016**	**June 30, 2016**
Revenue from continuing operations	$ 335,339	$ 237,390	$ 308,337	$ 273,023
Loss from continuing operations before other items	(327,491)	(224,676)	(186,504)	(314,682)
Net income (loss)				
- from continuing operations	(1,652)	(751,502)	(274,592)	(566,579)
- from discontinued operations	(203,221)	75,667	(65,543)	(66,371)
- total	(204,873)	(675,835)	(340,135)	(632,950)
Basic and diluted earnings (loss) per share	-	-	-	-
- from continuing operations	$ -	$ (0.01)	$ -	$ -
- from discontinued operations	$ -	$ 0.01	$ -	$ -
- total	$ -	$ -	$ -	$ -

The net income for Q218 is mainly related to the realized gain recognized for the investment in Russell Breweries Inc. and the investment income from the investment in BHLP. Except for Q417, the fluctuation in net loss on a quarterly basis is attributable to variations in various expense items, such as overall compensation, premises cost, professional fees and travel, which occur due to the administrative and fund-raising activities occurring during a particular period and to the availability of funds in those periods to pay for those activities. There is no seasonality to these variations, nor are they indicative of any trend. The increase in net loss was in Q417 mainly related to the impairment of SRHL and the net assets of PDHK and PDCC (loss from discontinued operations).

RESULTS OF OPERATIONS

Three Months Ended March 31, 2018 compared to Three Months Ended March 31, 2017

Net Income / Loss from Continuing Operations

The net income from continuing operations for the three months ended March 31, 2018 was $247,723 as compared to a net loss of $1,652 for the three months ended March 31, 2017.

Revenue and Net Operating Loss

The Company's operations resulted in a net operating loss of $66,357 during the three months ended March 31, 2018 compared to $19,568 during the three months ended March 31, 2017. The increase in net operating loss mainly resulted from the increase in operating expenses.

Revenue and cost of goods sold with respect to the operation of Premier Diagnostic Center (Vancouver) Inc. (**"PDC"**) during the three months ended March 31, 2018 were $351,788 and $99,952, respectively (March 31, 2017

– $335,339 and $103,133, respectively) resulting in a gross margin for that facility's operation of $251,836 (March 31, 2017 – $232,206).

Revenue of PDC for the three months ended March 31, 2018 increased compared to the three months ended March 31, 2017. This increase is primarily related to the increase in scan volume on Alzheimer's drug Trials and PET/CT scans.

Other operating costs increased by $66,419, to $318,193 for the three months ended March 31, 2018, from $251,774 for the three months ended March 31, 2017. This resulted primarily from the increase in advertising, branding and promotion expenses and salaries, wages and benefits. During the three months ended March 31, 2018 and 2017, PDC continued to maintain the number of employees and contractors at the minimum level for the operation of scanning activities, operating primarily out of the Company-leased premises in Burnaby, and continued further plans to develop diagnostic facilities in Canada.

Corporate Expenses

Corporate expenses are related to the raising of funds, acquisition activities, retention of staff and general administrative overhead in order for the Company to continue in business and further its plans to develop diagnostic facilities in Canada.

During the three months ended March 31, 2018, the Company incurred corporate expenses of $273,703 compared to $307,923 for the three months ended March 31, 2017. The decrease in corporate expenses is primarily due to the decrease in professional fees and salaries, wages and benefits.

Other Income (Expenses)

Other income for the three months ended March 31, 2018 were $587,783 compared to $325,839 for the three months ended March 31, 2017.

During the three months ended March 31, 2018, the Company reclassified the cumulative income previously recognized in other comprehensive income of $479,594 to net income as a realized gain on Investment in Russell Breweries Inc. following the disposition of the entire holding of Russell shares.

During the three months ended March 31, 2018, the Company received $497,073 from BHLP as return of investment; as a result, the Company recognized $122,073 as investment income.

None of these variations in individual expense categories from previous periods were unusual or indicative of any trend with respect to the future when the Company expects to have more involvement in revenue-generating operations.

Six months ended March 31, 2018 compared to Six months ended March 31, 2017

Net Loss from Continuing Operations

The net loss from continuing operations for the six months ended March 31, 2018 was $13,774 as compared to $753,154 for the six months ended March 31, 2017.

Revenue and Net Operating Loss

The Company's operations resulted in a net operating loss of $17,004 during the six months ended March 31, 2018 compared to $76,537 during the six months ended March 31, 2017. The decrease in net operating loss mainly resulted from the increase in revenue which is partially offset by the increase in operating expenses.

Revenue and cost of goods sold with respect to the operation of PDC during the six months ended March 31, 2018 were $754,817 and $195,091, respectively (March 31, 2017 – $572,729 and $200,209, respectively) resulting in a gross margin for that facility's operation of $559,726 (March 31, 2017 – $372,520).

Revenue of PDC for the six months ended March 31, 2018 increased compared to the six months ended March 31, 2017. This increase is primarily related to the increase in scan volume on Alzheimer's drug Trials and PET/CT scans.

Other operating costs increased by $127,673, to $576,730 for the six months ended March 31, 2018, from $449,057 for the six months ended March 31, 2017. This resulted primarily from the increase in advertising, branding and promotion expenses and salaries, wages and benefits. During the six months ended March 31, 2018 and 2017, PDC continued to maintain the number of employees and contractors at the minimum level for the operation of scanning activities, operating primarily out of the Company-leased premises in Burnaby, and continued further plans to develop diagnostic facilities in Canada.

Corporate Expenses

Corporate expenses are related to the raising of funds, acquisition activities, retention of staff and general administrative overhead in order for the Company to continue in business and further its plans to develop diagnostic facilities in Canada.

During the six months ended March 31, 2018, the Company incurred corporate expenses of $519,533 compared to $475,630 for the six months ended March 31, 2017. The increase in corporate expenses is primarily due to the increase in office expenses and consulting fees which is partially offset by the decrease in salaries, wages and benefits.

Other Income (Expenses)

Other income for the six months ended March 31, 2018 were $522,763 compared to other expenses of $200,987 for the six months ended March 31, 2017.

During the six months ended March 31, 2018, the Company reclassified the cumulative income previously recognized in other comprehensive income of $479,594 to net income as a realized gain on Investment in Russell Breweries Inc. following the disposition of the entire holding of Russell shares.

During the six months ended March 31, 2018, the Company received $497,073 from BHLP as return of investment; as a result, the Company recognized $122,073 as investment income.

During the six months ended March 31, 2018, the Company purchased 100,000 common shares of Sequant Re Holdings Limited for a total cost of $64,358. This amount was impaired and recognized as an impairment loss in the statement of loss and comprehensive loss during the six months ended March 31, 2018.

During the six months ended March 31, 2017, the Company recognized a share of loss and dilution in associate of $438,807. No such loss was recognized during the six months ended March 31, 2018.

Foreign exchange gain for the six months ended March 31, 2018 was $1,915 compared to $246,481 for the six months ended March 31, 2017. The foreign exchange gain during the six months ended March 31, 2017 is primarily due to fluctuations in the currency exchange rate between the CAD, USD and CNY. During the six months ended March 31, 2018, CAD is the primary operating currency of the Company and its subsidiaries.

None of these variations in individual expense categories from previous periods were unusual or indicative of any trend with respect to the future when the Company expects to have more involvement in revenue-generating operations.

LIQUIDITY

As of March 31, 2018, the Company had cash and cash equivalents of $1,045,441 (September 30, 2017 – $566,695) and working capital of $890,786 (September 30, 2017 – $239,151).

On December 1, 2017, the Company completed a non-brokered private placement of 4,000,000 shares at $0.075 per share for aggregate gross proceeds of $300,000.

During the six months ended March 31, 2018, the Company received the second distribution of $533,960 from Russell Breweries Inc. and the proceeds from sale of the investment in Russell Breweries Inc. of $104,679.

On March 16, 2018 and March 29, 2018, the Company received $375,000 and $122,073, respectively, from BHLP as return of investment.

During the year ended September 30, 2017, the Company wrote-off the cash balances held by PIHK and PISH due to uncertainty of accessibility over the bank accounts. Should the Company be able to demonstrate control over its bank accounts in the Chinese Entities, this write-down may reverse in a future fiscal year.

The Company’s ability to generate sufficient amounts of cash in the short term to fund its ongoing development activities currently depends to a significant degree on outside capital as the Company’s operating activities currently generate less revenue than the anticipated need. The source of investor funding is dependent on the network of, among other factors, contacts of the Company’s principals and external financial advisors and contractors. The Company is planning to increase its revenue-generating activities in 2018 from its present and anticipated new diagnostic facilities.

CAPITAL RESOURCES

At March 31, 2018, the Company has $nil of long term debt, and had 163,635,050 shares issued and outstanding ($nil of long term debt and 159,485,050 shares outstanding as at September 30, 2017).

The Company has no lines of credit or other sources of financing which have been arranged or are being negotiated. It also has no investments in asset-backed commercial paper.

No commitments for material capital expenditures exist for the Company at March 31, 2018.

The Company is dependent on raising additional funds from the issuance of shares, or possible loans, to meet its obligations and fund operations going forward.

OUTSTANDING SHARE DATA

At March 31, 2018, the Company had:

- 163,635,050 common shares issued and outstanding.
- Market capitalization of $4,909,051.
- No warrants outstanding.
- 1,340,000 options outstanding.

During the six months ended March 31, 2018:

- On December 1, 2017, the Company completed a non-brokered private placement of 4,000,000 common shares at $0.075 per share for aggregate gross proceeds of $300,000.

- 150,000 stock options were exercised for proceeds of $7,500.

Subsequent to March 31, 2018

- 1,000,000 options with an exercise price of $0.05 expired unexercised.

As of the date of this Interim MD&A, the Company had 163,635,050 shares and 340,000 options outstanding.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Lease commitments

On July 31, 2009, the Company entered into a lease agreement to lease a premise located at 3185 Willingdon Green, Burnaby, B.C. for 124 months plus one day commencing on December 31, 2009 and expiring on April 30, 2020. The rentable area is approximately 6,145 square feet and is being utilized by the Company for a diagnostic clinic and the Company's administrative head office.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements in place.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined its key management personnel to be executive and non-executive officers and directors of the Company.

The remuneration, including share-based payments, of key management personnel during the six months ended March 31, 2018 and 2017 were as follows:

(Expressed in Canadian Dollars)

	For the six months ended	
	March 31, 2018	**March 31, 2017**
Salaries and benefits	**$ 57,000**	$ 104,933
Consulting fees [(1) (2) (3)]	**82,627**	157,937
Directors' fees	**6,000**	-
Management fees [(3)]	**26,250**	-
Professional fees [(4) (5)]	**77,020**	35,362
Share-based payments (recovery)	**-**	(5,802)
	$ 248,896	$ 292,430

1) Consulting fees of $70,140 (March 31, 2017 – $63,699) were paid to an accounting firm whose principal is the CFO and a director of the Company.

2) Consulting fees of $nil (March 31, 2017 – $94,238) were paid to a director of the Company to manage the Chinese operations. The amount is included in loss from discontinued operations.

3) Management fees of $26,250 and consulting fees of $26,250 was paid to private company, whose principle is the Director and Non-Executive Chair of the Company, during the six months ended March 31, 2018 and 2017, respectively.

4) Professional fees of $77,020 (March 31, 2017 – $nil) were incurred to a law firm whose principal is a director of the Company.

5) Professional fees of $nil (March 31, 2017 – $35,362) were incurred to a law firm whose principal is a former director of the Company.

a) Accounts payable and accrued liabilities includes $27,946 (September 30, 2017 – $6,865) due to companies controlled by officer and directors of the Company.

b) As at March 31, 2018, a loan of $3,366 (September 30, 2017 – $4,000) was due from the former COO, who continues to act as a president of one of the Company's subsidiaries. The loan is non-interest bearing and payable on demand.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 17 of our unaudited condensed interim consolidated financial statements for the six months ended March 31, 2018. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended September 30, 2017.

NEW ACCOUNTING STANDARDS

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after October 1, 2017. Updates which are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9 – New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

- IFRS 15 - New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

RISK FACTORS

To the date of this Interim MD&A, there have been no significant changes to the risk factors set out in the Company's annual management discussion and analysis for the year ended September 30, 2017.

CAUTIONARY STATEMENTS

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, future possible exercise of warrants and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates about financings under way but not completed as of the date of this document. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.