1.1 **Date of Report**

The following information, prepared as of December 2, 2014, should be read in conjunction with the condensed interim financial statements of Wildflower Marijuana Inc. (formerly Sunorca Development Corp.) (the “Company”) for the three months ended September 30, 2014 and 2013. The condensed interim financial statements of the Company for the three months ended September 30, 2014 and 2013 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

1.2 **Overall Performance**

**Nature of Business & Overall Performance**

The Board of Directors of the Company is pleased to present to its shareholders a summary of the Company’s activities for the three months ended September 30, 2014, and any pertinent events subsequent to that date up to and including November 28, 2014.

The Company is incorporated under the British Columbia Business Corporations Act and is a reporting issuer in British Columbia, Alberta and Ontario. Its common shares are listed for trading on the Canadian based CNQ Stock Exchange under the symbol “SUN”.

In June 2014, the Company closed the purchase of all the assets related to a medical marijuana business (the “Business”) from William W. MacLean. The Business currently comprises securing a property, a 125 acre property in the Agricultural Land Reserve (“ALR”) in Nanoose Bay on Vancouver Island (the Agricultural Land Commission recognizes the growing of medical marijuana as a “farm use” and completely within the scope of the Agricultural Land Commission Act - <http://www.alc.gov.bc.ca/alc/DownloadAsset?assetId=28F687FC8AB640CFB33D46FB3F1B30EC>) where the Regional District has regulations permitting the growing of medical marijuana, a fully completed application to acquire a license under the *Marijuana for Medical Purposes Regulations* (“MMPR”) including all building plans and proprietary designs for the grow facility. As consideration for the acquisition of the assets the Company issued 13,000,000 common shares to Mr. MacLean. Based on the previous closing price of the Company’s shares of $0.05 this would place a value of $650,000 for the acquisition of the Business. These shares are subject to escrow with escrow releases scheduled at periods specified in National Policy 46-201 over 3 years.

The application was filed on July 31, 2014 and accepted for filing by Health Canada on August 15, 2014. The Company has received several letters from Health Canada regarding clarification and enunciation of various aspects of the application. All Health Canada letters have been responded to and the Company is awaiting further communication.

The application provides for the possession, sale, delivery, destruction and production of dried marijuana. The proposed growing site for growing the medicinal marijuana in the application is 175 metres by 54 metres with six proposed buildings to be constructed

within this area. Each building will be 85 by 15 metres and will encompass several growing rooms. Two of the buildings will house offices, tissue culture lab, processing rooms, a decontamination area, safe and storage areas. The application provides for a build out approach to the site with the first building being constructed for the first year, the second, third and fourth building being constructed for year 2 and the fifth and sixth building in year three. Total growing space will be 10,000 square feet in the first year, 52,000 square feet in year two and 76,000 square feet in year three. The application proposes growing up to 1,455 kilograms of dried marijuana in year one, 6,400 kilograms of dried marijuana in year two and 9,800 kilograms of dried marijuana in year three. The estimated cost per building, including all the equipment inside necessary for growing is estimated at $1,200,000.

On August 7, 2014 the Company announced that it had entered into an option agreement, effective immediately, to acquire an option on an MMPR application which is nearing completion for filing with Health Canada. The application includes a 30 acre site within the ALR located in south Nanaimo and a highly professional expert team. Consideration consists of 500,000 shares of Wildflower within 10 days of a public announcement and a further 6,000,000 shares of Wildflower upon the Vendor receiving its “right to build” a growing facility from Health Canada. Based on the previous closing price of the Company’s shares of $0.18 this would place a value of $1,170,000 for the total consideration for the option agreement, being 6,500,000 shares. The 6,000,000 shares will be subject to a three year escrow agreement. The option will terminate if the Company does not receive its right to build from Health Canada or by mutual consent of the parties to the agreement.

The application provides for the possession, sale, delivery, destruction and production of dried marijuana. The proposed growing site for growing the medicinal marijuana in the application is 123 metres by 49 metres with one proposed building to be constructed within this area. The building will be two stories and be 113 by 40 metres in size encompassing approximately 15 growing rooms. The building will also house offices, a laboratory, processing rooms, a decontamination area, safe and storage areas. Total growing space will be 50,000 square feet in the first year and 82,000 square feet in year two. The application proposes growing up to 7,000 kilograms of dried marijuana in year one and 10,000 kilograms of dried marijuana in year two. The estimated cost of the building and timing for construction cannot currently be made.

The MMPR application process

For those not familiar with the Health Canada’s process for granting a license to grow medicinal marijuana, the process is very stringent and includes:

* Step 1: preliminary screening;
* Step 2: enhanced screening;
* Step 3: security clearance;
* Step 4: review;
* Step 5: ready to build letter;
* Step 6: pre-licence inspection; and
* Step 7: licensing.

The Company cannot make any statement as to when, or if, Health Canada will provide a ready to build letter or complete the initial four steps in the licensing process. Until the Company is granted a license it will not be legally permitted to grow or sell medical marijuana and no license will be granted until a growing facility meeting the rigorous licensing requirements of Health Canada is built and inspected to Health Canada’s satisfaction.

Included in the application is significant infrastructural requirements for attaining and maintaining a license such as various security levels throughout the site, continuous visual monitoring of the plants, closed air filtration systems and other controls around distribution and access. Also included in the application is very detailed controls and procedures for the growing, handling and distribution of medicinal marijuana. There is no assurance either of the Company’s applications will be successfully completed.

The main areas of concern Health Canada will focus on together with a brief outline of how the Company has addressed these issues include:

*Site* – Local jurisdictions must permit the growing of medical marijuana. The Company sought out proposed sites in jurisdictions which had already developed their own policies and regulations. The Agricultural Land Commission recognizes the growing of medicinal marijuana as a farm activity and appropriate for property within the ALR. Further, the Regional District of Nanaimo held public hearings and implemented its own policies to permit the growing of medicinal marijuana on the ALR, subject to various requirements such as a 30 metre setback from property boundaries. Both our properties are located on the ALR within the Regional District of Nanaimo.

*Quality Assurance Person* – This person is critical in the MMPR application. The Quality

Assurance Person should not only have a background in plants and growing but also in the pharmaceutical sector with experience implementing strict standard operating procedures. We believe both our Quality Assurance Persons to be highly qualified. One has a Ph.D. in Microbiology with a focus on plant pathology and has extensive experience dealing with Health Canada and the FDA. He was employed for 10 years as a Manager of Quality Assurance and Regulatory Affairs with a pharmaceutical company developing and establishing a quality system, writing and maintaining standard operating procedures, employee Good Management Practice training, taking responsibility for all internal and external (government and third party) audits, product certification and supervising the company’s in-house Microbiology Laboratory. In addition, he was assigned as an expert member of the Health Canada board responsible for NHPD’s (Natural Health Products Regulations) Risk Based Approach to Site Licensing (RBASL). In 2004 he helped his company through a similar licensing process to MMPR when Health Canada created the NHPD. Our second Quality Assurance Person is a Professional Agrologist with the BC Institute of Agrologists with a Bachelor of Science (Agriculture and Environment) and a diploma in Greenhouse Production with a decade of experience in pest management and greenhouse production. He has previously developed and implemented quality assurance programs.

*Security* – For the purposes of preparing the security plans for the Company’s application Wildflower hired Securco Services Inc. (“Securco”) of Nanaimo. Securco has been

through the MMPR application process, know the rules and are an acceptable third party contractor for Health Canada. Securco provides all the security for Tilray, a licensed producer under the MMPR located in Nanaimo. For the Company’s overall security advice, the Company has Barry Daniels on its advisory board. Mr. Daniels is a retired police chief (Abbotsford) and a proven leader with over thirty eight years in law enforcement. While with the RCMP for 25 years he served in a variety of positions across Canada as well obtained a Bachelor of Laws degree from the University of Ottawa. He has held appointments such as: Chair of the BC Association of Chiefs (BCACP), Co-Chair of the Police Committee for the Commission of Inquiry into Policing in British Columbia, Provincial Director and Chair of the Resolutions Committee for the Canadian Association of Chiefs of Police, President for the BCACP; and President, BC Association of Municipal Chiefs of Police. He is a graduate of the FBI National Academy, Quantico, Virginia and the Executive Development Program at the Canadian Police College in Ottawa.

*Record Keeping* – For the purposes of record keeping the Company has proposed to use BiotrackTHC. BiotrackTHC is the software used, or proposed to be used, by seven of the

13 licensed producers under the MMPR. BiotrackTHC know the rules and regulations and are an acceptable third party contractor for Health Canada.

Investors are advised to view the Health Canada website or contact it directly at 1-866-337-7705 should they desire to know more about the application process.

Other Activities

In addition to completing and filing the two MMPR applications and addressing any Health Canada inquiries, the Company is in the process of completing an application for a research and development license related to the growing and use of medicinal marijuana.

The Company currently has a 25% interest in a private company that has licensed technology for growing and harvesting algae to be utilized as an energy source. In November 2009, the Company terminated its Gross Overriding Royalty Interest in Mnazi Bay production for consideration of $1 million, consisting of $400,000 cash and $600,000 in shares of Artumas Group Inc. (renamed Wentworth Resources Limited).

1.3 **Results of Operations**

During the year ended June 30, 2014, the Company closed the purchase of all the assets related to a medical marijuana business (the “Business”) for consideration of 13,000,000 common shares. The Business currently comprises securing a property in the Agricultural Land Reserve on Vancouver Island where the Regional District has regulations permitting the growing of medical marijuana, a fully completed application to acquire a license under the MMPR including all building plans and proprietary designs for the grow facility.

The Company had net loss for the three months period ended September 30, 2014 of $609,004 (2013 – net income of $30,331). The major differences in the reporting periods include:

* audit fees of $3,750 (2013 - $Nil) related to professional fees attributed to annual audit requirements
* consulting fees and management fees of $58,215 (2013 - $8,500) which were significantly higher in 2014 due to the acquisition of the Business and the preparation and filing of the application for an MMPR license;
* general office and miscellaneous expenses of $8,162 (2013 - $Nil) due to the increased activity of the Company;
* investor relations and shareholder communications of $42,040 (2013 - $Nil) related to fees paid to investor relations personnel, costs associated with public relations and advertising campaigns;
* legal fees of $22,538 (2013 - $Nil) related to the acquisition of the Business and general corporate matters;
* rent of $68,038 (2013 - $Nil) as the Company began renting office premises and leasing a growing site;
* share-based payments expense of $390,293 (2013-$Nil) related to the fair value expense of the 2,950,000 (2013 – Nil) incentive stock options granted and vested;
* travel of $2,721 (2013- $Nil) was higher in 2014 related to the acquisition of property on Vancouver Island, attending various conferences and preparation for the filing of the application with Health Canada for an MMPR application; and
* website design $5,953 (2013-$Nil) as the Company worked toward creating a website for Wildflower during the period.

1.4 **Summary of Quarterly Results (*unaudited*)**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Expressed in $ - Quarters ended** | **Sept 14**  **(IFRS)**  **$** | **Jun 14**  **(IFRS)**  **$** | **Mar 14**  **(IFRS)**  **$** | **Dec 13**  **(IFRS)**  **$** | **Sept 13**  **(IFRS)**  **$** | **Jun 13**  **(IFRS)**  **$** | **Mar 13**  **(IFRS)**  **$** | **Dec 12**  **(IFRS)**  **$** |
| **Total Royalty income** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Net Income (loss) for the period** | (609,004) | (1,273,239) | 139,260 | 9,914 | 30,331 | (73,866) | 20,021 | (541) |
| **Income (Loss) per share (basic & diluted)** | (0.019) | (0.092) | 0.01 | 0.000 | 0.002 | (0.006) | 0.002 | (0.000) |
| **Total assets** | 427,651 | 423,930 | 957,256 | 928,189 | 908,435 | 1,013,032 | 904,419 | 709,075 |
| **Total long term liabilities** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Oil & gas properties and deferred expenditures** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

1.5 **Liquidity and Capital Resources**

The Company is currently seeking license to grow medicinal marijuana from Health Canada and is exposed to a number of risks and uncertainties inherent to this industry. This activity is capital intensive at all stages and subject to the fluctuations in political views, government regulations, market prices, market sentiment, inflation, and other risks.

The Company currently has no income, but relies primarily on equity financing to fund its business activities and administrative activities. Material increases or decreases in the Company liquidity will be substantially determined by the Company’s ability to move its application forward with Health Canada, as well as its continued ability to raise capital.

At September 30, 2014 the Company had working capital of $254,588 (June 30, 2014: $375,211).

1.6 **Off-Balance Sheet Arrangements**

At September 30, 2014, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any other obligations that trigger financing, liquidity, market or credit risk to the Company.

1.7 **Related Party Transactions**

The Company incurred the following charges from directors and former directors of the Company, companies controlled by directors of the Company or companies with common directors for management and consulting fees and directors fees:

|  |  |  |
| --- | --- | --- |
|  | Three months ended September 30, | |
|  | **2014** | 2013 |
| William MacLean(CEO) | **$ 30,000** | $ - |
| Nash Meghji ( director, former CEO) | **$ 3,000** | $ 12,000 |
| Stephen Pearce (CFO, director) | **$ 6,000** | $ 12,000 |
| Danna Baillie (director) | **$ 3,000** | $ - |
|  | **$ 42,000** | $ 8,500 |

The Company had the following amounts due from directors and former directors of the Company, companies controlled by directors of the Company or companies with common directors for prepaid expenses and prepaid rent:

|  |  |  |
| --- | --- | --- |
|  | Three months ended September 30, | |
|  | **2014** | 2013 |
| Flying A Petroleum Ltd. | **$ (6,720)** | $ (6,720) |

The Company had the following amounts due to directors and former directors of the Company, companies controlled by directors of the Company or companies with common directors:

|  |  |  |
| --- | --- | --- |
|  | Years ended June 30, | |
|  | **2014** | 2013 |
| William MacLean (CEO) | **$ 10,000** | $ - |
| Nash Meghji (director, former CEO) | **$ 3,000** | $ - |
| Stephen Pearce (CFO, director) | **$ 6,000** | $ - |
| Danna Baillie (director) | **$ 3,000** | $ - |
| Jon Lever | **$ 61** | $ 41 |
|  | **$ 22,061** | $ 41 |

Related party charges are measured by the exchange amount, which is the amount agreed upon by the transacting party. Amounts from and due to related parties are unsecured, non-interest bearing with no fixed terms of repayment, accordingly fair value cannot be readily determined.

1.8 **Fourth Quarter**

Not applicable.

1.9 **Share Capital**

The Company’s authorized capital consists of 100,000,000 common shares without par value and 100,000,000 preferred shares.

As at September 30, 2014, the Company’s issued and outstanding shares are 30,706,770 which have been issued for cumulative consideration of $8,097,525 and as at the date hereof the Company’s issued and outstanding shares are 30,706,770.

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Number of Shares** | **Amount** | **Contributed Surplus** |
|  |  |  |  |
| **Balance, June 30, 2013** | **13,006,770** | **$ 7,142,525** | **$ 183,383** |
| Shares issued – acquisition of Wildflower Marijuana Inc. | 13,000,000 | 650,000 | - |
| Finder fees | 1,000,000 | 50,000 | - |
| Private placement | 3,000,000 | 150,000 | - |
| **Balance, June 30, 2014** | **30,006,770** | **7,992,525** | **183,383** |
| Shares issued in deposit | 200,000 | 30,000 | - |
| Share issued for application expenditures | 500,000 | 75,000 |  |
| Share-based payments | - | - | 390,293 |
| **Balance, September 30, 2014** | **30,706,770** | **$ 8,097,525** | **$ 573,676** |

**Escrow**

As at September 30, 2014, the Company’s transfer agent held 11,725,000 (2013: 25,000) shares in escrow. The release of these shares is subject to regulatory approval.

**Subscription receivable and refundable**

As at September 30, 2014, the Company had a subscription refundable of $7,500 (2013: $7,500).

During the three month period ended September 30, 2014, the Company granted 2,950,000 incentive stock options at an exercise price of $0.20 per share for a period of five years. As of the date hereof, there are 2,950,000 incentive stock options outstanding.

The Company did not grant any warrants during the period. As at September 30, 2014, there were no outstanding warrants.

1.10 **Financing**

There were 2,950,000 incentive stock options issued and outstanding as at September 30, 2014.

On September 25, 2014, the Company announced a private placement of up to 13,333,333 units (“Units”) at a price of $0.15 per Unit for aggregate gross proceeds of $2,000,000. Each Unit shall consist of one common share of the Issuer and one share purchase warrant (“Warrant”). Each whole Warrant will entitle the holder to acquire one common share of the Company at a price of $0.25 for a period of 12 months following closing. Once resale restrictions on the Shares have expired and upon the Company’s shares trading at or above a weighted average trading price of $0.35 for 15 consecutive days, the Company may give notice that the Warrants will expire 30 days from the date of providing such notice. The financing is subject to regulatory approval. All securities issued pursuant to the placement will be subject to a hold period of four months and one day from the date of closing.

1.11 **Proposed Transactions**

There are no proposed transactions at the date of this report.

1.12 **Future accounting changes**

International financial reporting standards

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 requires the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011.

The Company has carried out a line-by-line review of its financial statements and assessed IFRS and its adoption for 2011, and it is management’s opinion that, with the possible exception of additional notes and possible format changes, the financial reporting impact of the transition to IFRS will not cause significant changes in the preparation and presentation of the Company’s financial statements.

Business combination, consolidated financial statements and non-controlling interest

The CICA issued three new accounting standards in January 2009: Section 1582, Business Combinations, Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011. Section 1582 replaces sections 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standards IFRS 3 – Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Sections 1601 and 1602 together replace section 1600, Consolidated Financial Statements. Section 1601, establishes standards for the preparations of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standards IAS 27 – Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is assessing the impact of these new accounting standards on its financial statements.

1.13 **Forward Looking Statements**

Statements throughout this MD&A that are not historical facts may be considered “forward-looking statements.” Some of the statements contained herein including, without limitation, financial and business prospects and financial outlooks may be forward-looking statements which reflect management’s expectations regarding future plans and intentions, growth, results of operations, performance and business prospects and opportunities. Words such as “may”, “will”, “should”, “could”, “anticipate”, “believe”, “expect”, “intend”, “plan”, “potential”, “continue” and similar expressions have been used to identify these forward-looking statements. These statements reflect management’s current beliefs and are based on information currently available to management.

Readers are cautioned not to place undue reliance on these forward-looking statements as the Company’s actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company’s estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

In particular, this MD&A contains forward-looking statements pertaining to the following:

(i) projections of market prices and costs;

(ii) expectations regarding the ability to raise capital and to conduct exploration and development; and

(iii) expectations regarding recoverability of loan to Suntech and Suntech’s ability to raise financing by going public.

The material assumptions that were applied in making the forward-looking statements in this MD&A include the execution of the Company’s existing plans with respect to Suntech which may change due to changes in the views of the Company or if new information arises which make it prudent to change such plans.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A, which could materially affect the valuation of the company’s marketable securities:

1. volatility in market prices for oil and natural gas;

(ii) liabilities inherent in oil and natural gas operations;

(iii) uncertainties associated with estimating oil and natural gas reserves competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;

(iv) incorrect assessments of the value of acquisitions;

(v) geological, technical, drilling and processing problems; and

(vi) changes in legislation or regulatory changes relating to the oil and natural gas industry.

Statements relating to “reserves” or “resources” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, which the resources and reserves described, can be profitably produced in the future. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements and the Company is under no obligation to update unless required by applicable securities laws.

1.14 **Risks and Uncertainties**

The process for granting a license to grow medicinal marijuana is very stringent and risky. There can be no assurance the Company the Company will be granted a license.

***Reliance on License*** - The Company’s ability to grow, store and sell medical marijuana in Canada is dependent on the Company’s ability to obtain a License from Health Canada. The Company does not currently hold a License. Although the Company believes it will meet the requirements of MMPR for the License, there can be no guarantee that it will. Even if the Company is able to obtain a License, failure to comply with the requirements of the License or any failure to maintain the License would have a material adverse impact on the business, financial condition and operating results of the Company. In addition, there can be no guarantee that Health Canada will extend or renew the License or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the License or should it renew the License on different terms, the business, financial condition and results of the operation of the Company would be materially adversely affected.

***Factors which may Prevent Realization of Business Objectives*** - The Company is currently in the early development stage. The growing facility has not yet been constructed and growing operations have not commenced. Adverse changes or developments affecting construction of the growing facility and commencement of production could have a material and adverse effect on the Company’s business, financial condition and prospects. There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors such as:

* delays in obtaining, or conditions imposed by, regulatory approvals;
* plant design errors;
* environmental pollution;
* non-performance by third party contractors;
* increases in materials or labour costs;
* construction performance falling below expected levels of output or efficiency;
* breakdown, aging or failure of equipment or processes;
* contractor or operator errors;
* labour disputes, disruptions or declines in productivity;
* inability to attract sufficient numbers of qualified workers;
* disruption in the supply of energy and utilities; and
* major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

It is also possible that the final costs of the constructing the growing facility and commencing production may be significantly greater than anticipated by the Company’s management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its business plans. This could have an adverse effect on the financial results of the Company.

***Regulatory Risks*** - The activities of the Company will be subject to intense regulation by governmental authorities, particularly Health Canada. Achievement of the Company’s business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

1.15 **Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2014.  Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company’s disclosure controls and procedures, are effective to ensure that information required to be disclosed in reports that are filed or submitted under Canadian securities legislation are recorded, processed, summarized and reported within the time period specified in those rules.

1.176 **Other MD&A Requirements**

Additional information relating to Wildflower Marijuana Inc., (formerly Sunorca Development Corp.) can be found on SEDAR at [www.sedar.com](http://www.sedar.com)., or at the Company’s head office at:

711-675 W. Hastings Street, Vancouver, British Columbia V6B 1N2

Telephone: (604) 559-0420, Fax (604) 559-4443