

WILDFLOWER MARIJUANA INC.,
(FORMERLY SUNORCA DEVELOPMENT CORP.)
NINE MONTHS ENDED MARCH 31, 2015

Management Discussion and Analysis of Financial Position and Results of Operations

1.1 **Date of Report**

The following information, prepared as of June 1, 2015, should be read in conjunction with the condensed interim financial statements of Wildflower Marijuana Inc. (formerly Sunorca Development Corp.) (the “Company”) for the nine months ended March 31, 2015 and 2014. The condensed interim financial statements of the Company for the nine months ended March 31, 2015 and 2014 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 nine months ended March 31, 2015, and any pertinent events subsequent to that date up to and including June 1, 2015.

In March 2015, the Company announced entered into a Letter of Intent to form a Licensing Joint Venture (the “Joint Venture”) with a licensed marijuana producer in Washington State. The Joint Venture is being formed to develop Wildflower branded products which will then be marketed and distributed by our Joint Venture partner.

Pursuant to the Joint Venture, Wildflower will grant an exclusive license to manufacture, market and sell certain products, recipes, retail merchandise and promotional materials under the Wildflower brand in the State of Washington. As part of the agreement, Wildflower will issue 1,303,800 shares and pay \$250,000 to its Joint Venture partner and contribute \$1,100,000 in working capital to develop the brand. In consideration, Wildflower will receive a licensing fee equal to 20% of the gross sales of Wildflower branded products. Wildflower’s joint venture partner has been in the marijuana business since 1998 and has operated a medical dispensary since 2012. The partner has agreed to negotiate in good faith combining these operations into the Joint Venture at such time as the law permits. Washington State is currently developing new rules regulating medical dispensaries. Further, Wildflower will work closely with its Joint Venture partner to implement Wildflower’s Quality Assurance Program, Standard Operating Procedures and Good Manufacturing Practices to ensure the highest quality is produced for the Wildflower brand. As part of the transaction, Wildflower has agreed to pay a commission in accordance with regulatory guidelines.

As Wildflower’s Joint Venture partner is currently producing and selling marijuana and related products, once the transaction closes Wildflower can immediately commence sales of Wildflower branded products. Work has already begun to identify new and unique product lines.

Pursuant to the Joint Venture all production from the license will be sold under the Wildflower brand. In Washington State, licensing requirements stipulate that all license holders and their shareholders, directors, officer and financiers be Washington State residents. While Wildflower cannot have any interest in any license in Washington State

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it can license its brand and provide consulting services to ensure all products associated with the Wildflower brand are of the highest quality.

The Washington market has approximately 370,000 cannabis users that consume approximately 175 metric tons (175,000,000 grams) of marijuana annually according to a study by the Rand Corporation, approximately double what was predicted by the State of Washington. In comparison, the legal Canadian medicinal market has approximately 59,000 registered patients. Wildflower's Joint Venture partner is an I-502 production and processing licensee specializing in the manufacturing of cannabis concentrates.

These concentrates will provide the cornerstone to many of the Wildflower product lines such as infused edibles, drinks, oils and topical products to name a few. The production license is a Tier 2 license and is expected to produce approximately 1200 pounds of cannabis in 2015. The processing license allows Wildflower's Joint Venture partner to make other products from cannabis and distribute to all retail outlets in Washington State. Further, the processing license allows the holder to purchase wholesale cannabis from other producers.

In April 2015, the Company announced has signed a Letter of Intent with a manufacturer of cannabis e-juice. The Joint Venture is established to develop a line of e-juice products for Wildflower. The Joint Venture partner is currently a licensed Tier 3 producer and processor in the State of Washington.

Pursuant to the Joint Venture Wildflower will grant an exclusive license to manufacture, market and sell certain products, recipes, and promotional materials under the Wildflower brand in the State of Washington. As part of the agreement, Wildflower will issue 400,000 shares and pay \$85,000 to its Joint Venture partner. In consideration, Wildflower will receive a licensing fee equal to 20% of the gross sales of Wildflower branded products.

Wildflower's new joint venture partner specializes in the manufacture of cannabis e-juice/vaporized delivery systems market sector. E-juice is a concentrated form of cannabis juice that is consumed through vaporization. The expertise, research and development from Wildflower's new partner will help develop a full line of e-juice products for Wildflower both in the Recreational and Medicinal market segments in Washington and other markets. As the demand for cannabis continues to grow in many emerging markets so does the demand for healthier alternative forms of consumption. Vaporizing e-juice is growing at an accelerating pace ensuring that, Wildflower will be providing a full line of products to address this trend and growing demand. In the Colorado market, the trend continues to move away from consumption of dried cannabis with 50% of products sold being ancillary products such as edibles, ejuice, infused drinks, topical products, tinctures and oils.

In Washington State, licensing requirements stipulate that all license holders and their shareholders, directors, officer and financiers must be Washington State residents. While Wildflower cannot hold any interest in any license in Washington State it can license its brand and provide consulting services. These consulting services will involve the implementation of Wildflower's Quality Assurance Program, Standard Operating

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Procedures and Good Manufacturing Practices to ensure all products associated with the Wildflower brand are of the highest quality.

The Washington State government continues to work hard to create a viable legal cannabis market. Recent reports show that only 118 retail shops currently report any earnings. The state has legislated giving out 334 retail licenses this year. Retail sales have risen in excess of 100% in the past 6 months. Washington State has also revisited their taxation system and have now legislated removing any excise tax which reduces the burden placed on the producers and processors. Instead they will now have one sales tax of 37% at point of purchase.

In May 2015, the Company announced it has entered into a Letter of Intent to acquire the exclusive rights to market, wholesale and distribute the most advanced cannabidiol vaporizer product on the market for the State of Washington. The agreement provides for an initial payment of \$100,000 which includes exclusivity, \$50,000 worth of inventory and a 1.5% override on any online sales or national accounts sold into Washington State. The product is a disposable unit filled with e-liquids blended in a pharmaceutical environment under Good Management Practices and ISO certifications. The phytocannabinoid-rich Hempstalk oil, which contains the Cannabidiol (“CBD”) in the device is non-psychoactive and provides a wide-range of benefits, allowing relaxation and added benefits without the ‘high’.

The e-liquid contains no propylene glycol or polyethylene glycol, which are used in the majority of CBD infused eliquids on the market, and instead uses only United States Pharmacopeia grade organic vegetable glycerin and other organic, all natural ingredients. The CBD oils are produced from industrial hemp grown according to the European Union’s eco-farming certification, a standard equally as stringent as the USDA Organic Standards, and are tested at each production batch to ensure they are free of pesticides, heavy metals, and other toxins. A proprietary extraction process delivers the highest quality extracts that are free of wax or solids and a high concentration of CBDs, ensuring the most effective and efficient delivery of benefits.

CBD demand has increased exponentially, although production has not always kept up with the market changes. While CBD pills have been available for many years, the vaporization of CBD from hempstalk oil is a relatively new application. Since this product is legally imported and derived from industrial hemp it can be sold into a wide range of retail outlets, whereas the majority of CBD products in Washington State are derived from cannabis and contain higher levels of THC making it only available in retail marijuana outlets. The initial targeted retailers will be the over 4600 Natural and Health Food stores, the 800 Vitamin and Supplements stores and the retail cannabis stores. With integrated technologies such as a fully programmable microprocessor and non-chromium heating elements to control the vaporization temperature, this new method of delivery will be the most advanced on the market.

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”.

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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.

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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

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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.

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In January 2015, the Company announced it has gained the support from the City of Parksville for its MMPR application. The support comes in the form of an agreement with the City of Parksville to purchase city land for the purpose of developing and operating a state of the art medical marihuana production facility. The city of Parksville approached the Company, while pursuing a license for the facility on ALR Land in Nanoose Bay, with a proposition to bring a development to Parksville. The Company has garnered public support of Mayor Marc Lefebvre, and council has consented to sell the Company approximately 15 acres of industrial land upon Health Canada's approval of the site.

The closing of the purchase will take place on or before February 15, 2016, depending on when the Company obtains its approval to build from Health Canada, and is conditional on Wildflower obtaining its license to produce and sell medical marihuana. The purchase price of the land will be determined by independent appraisers and is estimated to be around \$870,000. The property is cleared with electric, gas and paved roads to the property boundary.

In March 2015, the Company announced it has moved its first MMPR application to the City of Parksville. Wildflower had unanimous decisions from both the council for the City of Parksville and the Board of the Regional District of Nanaimo for Wildflower to construct its medicinal marijuana facility on land they jointly own. As part owner of the land, approval of the agreement was necessary by the Regional District of Nanaimo.

The application for an MMPR license on land in Parksville has already been submitted to Health Canada. With its application having already been through numerous Health Canada reviews, the Company is optimistic that the Parksville location will be well received by Health Canada as the re submitted application is identical in most technical aspects to the original application.

The second application in Yellowpoint is proceeding with our latest response to Health Canada being sent in this week. The Company is pleased with the level of attention and interaction with Health Canada to date. Wildflower will continue to build a business that can offer a positive impact on the local economy and community within the Regional District of Nanaimo.

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).

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1.3 **Selected Annual Information**

Year ended June 30,	Expressed in Canadian Dollars		
	2014	2013	2012
Net Sales	Nil	Nil	Nil
Net Loss for the year	(1,452,744)	(57,918)	(40,719)
Loss per share	(Basic)	(0.004)	(0.003)
	(Diluted)	(0.004)	(0.003)
Total Assets	423,930	1,013,032	937,076
Working capital	375,211	993,610	899,136
Total Long Term Liabilities	Nil	Nil	Nil
Shareholders' equity	376,415	993,611	899,393
Weighted average number of shares outstanding	13,875,263	13,006,770	13,006,770
Number of shares outstanding	30,006,770	13,006,770	13,006,770

1.4 **Results of Operations**

The Company had net loss for the nine month period ended March 31, 2015 of \$970,041 (2014 – net income of \$179,505). The major differences in the reporting periods include:

- accounting and audit fees of \$17,250 (2014 - \$1,800) related to professional fees attributed to accounting and annual audit requirements
- consulting fees and management fees of \$180,303 (2014 - \$20,500) which were significantly higher in 2015 due to the acquisition of the Business, the preparation and filing of the application for an MMPR license and the development of a business in Washington State;
- general office and miscellaneous expenses of \$14,315 (2014 - \$1,355) due to the increased activity of the Company;
- investor relations and shareholder communications of \$144,169 (2014 - \$Nil) related to fees paid to investor relations personnel, costs associated with public relations and advertising campaigns;
- legal fees of \$22,905 (2014 - \$482) related to the acquisition of the Business and general corporate matters;
- rent of \$134,871 (2014 - \$Nil) as the Company began renting office premises and leasing a growing site;
- share-based payments expense of \$439,580 (2014 - \$Nil) related to the fair value expense of the 3,400,000 (2014 – Nil) incentive stock options granted and vested. This is a non cash expense;
- travel of \$4,100 (2014- \$1,419) was higher in 2015 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;
- website design \$9,424 (2014-\$Nil) as the Company worked toward creating a website for Wildflower during the period; and

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- Realized gain on sale of marketable securities of \$Nil (2014 - \$195,904).

The Company had net loss for the three month period ended March 31, 2015 of \$189,750 (2014 – net income of \$139,260). The major differences in the reporting periods include:

- accounting and audit fees of \$5,750 (2014 - \$Nil) related to professional fees attributed to accounting and annual audit requirements
- consulting fees and management fees of \$59,450 (2014 - \$6,000) which were significantly higher in 2015 due to the acquisition of the Business and the preparation and filing of the application for an MMPR license;
- investor relations and shareholder communications of \$47,605 (2014 - \$Nil) related to fees paid to investor relations personnel, costs associated with public relations and advertising campaigns;
- rent of \$25,606 (2014 - \$Nil) as the Company began renting office premises and leasing a growing site;
- share-based payments expense of \$49,287 (2014 - \$Nil) related to the fair value expense of the 450,000 (2014 – Nil) incentive stock options granted and vested; and
- Realized gain on sale of marketable securities of \$Nil (2014 - \$151,604).

1.5 Summary of Quarterly Results (unaudited)

Expressed in \$ - Quarters ended	Mar 15 \$	Dec 14 \$	Sept 14 \$	Jun 14 \$	Mar 14 \$	Dec 13 \$	Sept 13 \$	Jun 13 \$
Total Royalty income	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (loss) for the period	(189,750)	(171,287)	(609,004)	(1,273,239)	139,260	9,914	30,331	(73,866)
Income (Loss) per share (basic & diluted)	(0.006)	(0.006)	(0.019)	(0.092)	0.01	0.000	0.002	(0.006)
Total assets	324,237	280,467	427,651	423,930	957,256	928,189	908,435	1,013,032
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

1.6 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.

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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 March 31, 2015 the Company had working capital of \$233,605 (June 30, 2014: \$375,211).

1.7 Off-Balance Sheet Arrangements

At March 31, 2015, 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.

1.8 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:

	Nine months ended March 31,	
	2015	2014
William MacLean (CEO)	\$ 90,000	\$ -
Nash Meghji (director, former CEO)	\$ 9,000	\$ 11,500
Stephen Pearce (CFO, director)	\$ 18,000	\$ 9,000
Danna Baillie (director)	\$ 9,000	\$ -
Travel and entertainment	\$ -	\$ 1,419
	\$ 126,000	\$ 21,919

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

	Nine months ended March 31,	
	2015	2014
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:

	March 31, 2015	June 30, 2014
William MacLean (CEO)	\$ 21,000	\$ -
Nash Meghji (director, former CEO)	\$ 9,000	\$ -
Stephen Pearce (CFO, director)	\$ 2,533	\$ -
Danna Baillie (director)	\$ 9,000	\$ -

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Jon Lever (director)	\$	61	\$	41
	\$	41,594	\$	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.

1.9 **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 March 31, 2015, the Company's issued and outstanding shares are 35,271,770 which have been issued for cumulative consideration of \$8,376,052 and as at the date hereof the Company's issued and outstanding shares are 35,271,770.

	Number of Shares	Amount	Share Purchase Warrants	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	-	-
Share issuance costs	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 for cash	4,565,000	296,027	160,473	-
Shares issued in deposit	200,000	30,000	-	-
Share issued for application expenditures	500,000	75,000	-	-
Share issuance costs	-	(17,500)	-	-
Share-based payments	-	-	-	439,580
Balance, March 31, 2015	35,271,770	\$ 8,376,052	\$ 160,473	\$ 622,963

Escrow

As at March 31, 2015, the Company's transfer agent held 9,775,000 (June 30, 2014: 11,725,000) shares in escrow. The release of these shares is subject to regulatory approval.

Subscription receivable and refundable

As at March 31, 2015, the Company had a subscription receivable of \$60,000 (June 30, 2014: \$6,000). Subsequent to March 31, 2015, \$40,000 has been received.

As at March 31, 2015, the Company had a subscription refundable of \$7,500 (June 30, 2014: \$7,500). It had not been paid back to the subscriber.

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During the nine month period ended March 31, 2015, the Company granted 3,400,000 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 3,400,000 incentive stock options outstanding.

During the nine month period ended March 31, 2015, the Company granted 4,565,000 share purchase warrants at an exercise price of \$0.15 per share for a period of two years. As of the date hereof, there are 4,565,000 share purchase warrants outstanding.

1.10 **Financing**

There were 3,400,000 incentive stock options issued and outstanding as at March 31, 2015, as at the date hereof.

There were 4,565,000 share purchase warrants issued and outstanding as at March 31, 2015, as at the date hereof.

On February 20, 2015, the Company completed a private placement of 1,125,000 units at \$0.10 per unit for total proceeds of \$112,500. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional share at \$0.15 per share until February 20, 2017.

On March 16, 2015, the Company completed a private placement of 3,440,000 units at \$0.10 per unit for total proceeds of \$344,000. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional share at \$0.15 per share until March 16, 2017.

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.

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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

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- (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:

- (i) 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 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

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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

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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 March 31, 2015. 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.

1.16 **Other MD&A Requirements**

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

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