MEDIPURE HOLDINGS INC.

FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON
JUNE 20, 2014 TO SEPTEMBER 30, 2014

The following management's discussion and analysis ("MD&A"), prepared as of November 27, 2014 should be read together with the unaudited financial statements for the period ended September 30, 2014 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of our exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Description of Business

Medipure Holdings Inc. ("Medipure" or the "Company") was incorporated under the Business Corporations Act, British Columbia on June 20, 2014. The Company's head office is located at #404 – 999 Canada Place, Vancouver, BC, V6C 3E2. The Company's registered and records office address is Suite 1820 – 925 West Georgia Street, Vancouver, BC, V6C 3L2.

The Company, a shell as at September 30, 2014, is focused on the research and development in the field of cannabinoid science and the commercialization of cannabinoid molecules following the execution of a Plan of Arrangement, detailed below, with Medipure Pharmaceuticals Inc. ("Medipure Pharmaceuticals") on October 29, 2014. Medipure Pharmaceuticals has applied for a license under the Marihuana for Medical Purposes Regulations ("MMPR") program administered by Health Canada. Although Medipure has applied to Health Canada for a license to produce and distribute medical marijuana under the Marihuana for Medical Purposes Regulations ("MMPR"), the Company has not yet received such a license and there is no guarantee that such a license will be granted to Medipure by Health Canada. As at September 30, 2014, the Company has products that are in commercial production or use.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") assuming the Company will continue on a going-concern basis. The Company has incurred a loss since inception. The ability of the Company to continue as a going concern in the long-term depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing which would assure continuation of the Company's operations and research programs. These conditions indicate the existence of a material uncertainty that may give rise to significant doubt about the entity's ability to continue as a going concern.

Significant Events

Plan of Arrangement

On October 29, 2014, the Company executed an Arrangement Agreement with Noor Energy Corporation ("Noor"), former parent to the Company and Medipure Pharmaceuticals, for the purpose of becoming a public company. Pursuant to the Arrangement Agreement:

1) Medipure Pharmaceuticals purchased all the issued and outstanding shares of the Company (the "Purchase Shares") from Noor for consideration of $20,000;

2) The Company acquired all the outstanding shares of the Medipure Pharmaceuticals from all of Medipure Pharmaceuticals' shareholders through a 1-for-1 share exchange;

3) Noor issued 5,000 of its common shares to the Company and receive in exchange 360,000 common shares of the Company (the "Distribution Shares");

4) the Distribution Shares were distributed as dividends to Noor's shareholders on a pro rata basis; and

5) the Purchase Shares were then cancelled.

Following completion of the Arrangement Agreement, the Company is a reporting issuer. On November 7, 2014, the Company began trading on the Canadian Securities Exchange ("Exchange") under the symbol "MDH". As a result of the share exchange and transactions above, the Company has 8,429,606 common shares issued and oustanding.

Resulting Entity

The completion of the Arrangement Agreement has given Medipure Pharmaceuticals access to public market funding sources to advance its research objectives.

Medipure's goal is to conduct pioneering research into the development of cannabinoid-based medicines as prescription pharmaceuticals. Medipure intends to adopt a unique approach towards these pharmaceuticals, creating propriety cannabinoid derivatives that contain reduced tetrahydrocannabinol ("THC") content, are not delivered via inhalation, and are both designed and proven to effectively treat specific ailments. Medipure hopes to have its first derivative product prepared for market entry by the conclusion of 2015.

In pursuit of this goal, Medipure has already begun to assemble an industry-leading team of medical professionals. This team is led by Dr. John Maynard, the Company's Chief Medical Officer and Chairman of Vancouver Coastal Health Authority's Medical Advisory Committee. Dr. Maynard will be immediately supported by Nihar Pandey, a Doctor of Biochemistry and research team leads, Rakshit Kodekalra, a Doctor of Agricultural Science, and Andrew Waye, a Doctor of Chemical and Environmental Toxicology. Medipure has also begun the development of its fullservice production and research facility in Maple Ridge, British Columbia. The first phase of this development is slated for completion in early 2015, and will house both a research centre and the Company's initial production capabilities.

Medipure has formally applied to Health Canada for a Production and Research License, and has completed all the requirements for this application as laid out by the Marijuana for Medical Purposes Regulations ("MMPR"). The Company expects to receive a decision regarding the status of its application during the first quarter of 2015. However, should Medipure not succeed in immediately securing a Producer's License, the Company will nonetheless be fully capable of conducting its research using product purchased from another Licensed Producer.

Financing

Subsequent to the period ended September 30, 2014, the Company announced an equity offering for up to 1,375,000 common shares at a price of $0.80 per share for total gross proceeds of up to $1,100,000 (the "Offering").

All securities issuable under this Offering will be subject to a hold period of four months and one day from the date on which these securities are issued.

In connection with this Offering, the Company will pay a finder's fee to arm's length parties of up to: (i) a maximum of 8% cash; and (ii) the issuance of warrants equal to 8% of the number of common shares sold to purchasers introduced by finders, with each warrant granting the right to purchase a common share at a price of $0.80 per share for a period of one year.

Readers are encouraged to contact Nathan Sellyn at nsellyn@medipurepharma.com for a copy of the Company's Offering Memorandum with respect to the Offering.

Outlook

The Company intends to use the proceeds from the Offering to advance its goal of conducting pioneering research into the development of cannabinoid-based medicines as prescription pharmaceuticals. The majority of the proceeds will be utilized to complete the purchase of property for the Company's full-service production and research facility in Maple Ridge, British Columbia, and subsequently perform construction, engineering, and development work necessary to advance this facility towards completion. Proceeds will also be allocated towards the Company's operations, including product research and development.

Summary of Quarterly Results

	For the Quarters Ended	
	September 30, 2014	From the date of inception on June 20, 2014 to June 30, 2014
Total assets	$ 400	$ 1
Working capital (deficiency)	(7,987)	(1,499)
Loss and comprehensive loss	(6,488)	(1,500)
Basic and diluted loss per share	(0.65)	(0.15)

Results of Operations

Period from incorporation on June 20, 2014 to September 30, 2014

The Company incurred a net loss of $7,988 during the period ended September 30, 2014. Expenses in the period were related to consulting fees for work performed by the Chief Financial Officer.

Cash flows for the period ended September 30, 2014

At September 30, 2014, the Company did not have cash reserves. Accrued expenditures to date have been minimal as the Company was a shell as at September 30, 2014.

Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations. The Company currently requires additional financing to continue in business and there can be no assurances that such financing will be available or if available, will be on reasonable terms.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Related Party Transactions

Key management personnel include the Chief Executive Officer, Boris Weiss, Chief Financial Officer, Samantha Shorter, and Directors of the Company. The remuneration of key management personnel included payment or accrual of consulting fees of $7,988 to the Chief Financial Officer.

As at September 30, 2014, there was an amount of $8,387 included in accounts payable and accrued liabilities due to related parties with respect to the above transactions.

Financial Instruments and Other Instruments

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of receivables and accounts payable and accrued liabilities approximates fair value due to the short term nature of the financial instruments.

Risk management

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company did not have cash balances as at September 30, 2014; however, it is the Company's intention to limit its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company anticipates that the execution of the Plan of Arrangement will provide adequate funding to discharge the Company's current liabilities. Future operations will be reliant on investment as described in "Liquidity and Capital Resources" above.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. The Company is not currently exposed to significant market risk.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at September 30, 2014.

Proposed Transactions

The Company does not have any proposed transactions as at September 30, 2014 other than as disclosed elsewhere in this document. The proposed Offering is discussed above.

Accounting Policies

The accompanying unaudited financial statements represent the first reporting year of the Company. A detailed disclosure of all material accounting policies has been included in the financial statements as adopted.

Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions that have been made that relate to the following key estimates.

The Company did not have any material estimates pertaining to the financial statements for the period ended September 30, 2014.

Outstanding Share Data

The Company has 8,429,906 common shares outstanding as of the date of this MD&A. The Company has not issued any stock options or share purchase warrants.

Management's Responsibility for Financial Statements

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Risk Factors

We lack an operating history and have not yet received a Production License. There is no assurance that our future operations will result in revenues or profits. If we cannot generate sufficient revenues to operate profitably, we may suspend or cease our operations.

We are a start-up company and we do not have an operating history. We have not received a Production License from Health Canada and there can be no assurance that we will receive a Production License. Until we receive a Production License, we cannot begin the production, sale and distribution of medical marijuana. It is currently not known when or if we will be granted a Production License. The key milestones to obtaining a Production License include filing an application, receiving a "Ready to Build" notice, completion of the upgrades as per the application, approval to produce upon inspection of the facility, and approval to distribute the product to patients.

We will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risks that we will be unable to acquire the necessary Production License, successfully produce the product, or establish a market for our product. If we receive a Production License, we anticipate at least 12 months from the date of listing to achieve positive cash flow from operations. There can be no assurance that consumer demand for our product will be as anticipated, or that we will become profitable.

We will need a significant amount of capital to carry out our proposed business plan, and unless we are able to raise sufficient funds, we may be forced to discontinue our operations.

We are in the development stage, have not started operating and have not generated any revenue. The building and operation of medical marijuana facilities and business are capital intensive. We will likely operate at a loss until our business becomes established and we will require additional financing in order to fund future operations and expansion plans. Our ability to secure any required financing to commence and sustain our operations will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to our management. If additional financing is raised by issuing Shares in our authorized capital, control may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may be required to scale back our business plan or cease operating.

We are subject to a variety of laws, regulations and guidelines. Changes to such laws, regulations and guidelines may cause negatively impact our operations.

Our business will be subject to particular laws, regulations, and guidelines, particularly MMPR and Health Canada. The production and distribution of medical marijuana is a highly regulated field. Our operations will be subject to regulations relating to the manufacture, management, transportation, storage and disposal of medical marijuana but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Although we intend to comply with all laws and regulations, there is no guarantee that the governing laws and regulations will not change, outside of our control.

On March 21, 2014, the Federal Court of Canada issued an order allowing certain individuals to continue under their MMAR licenses, thereby affecting the repeal of the MMAR. As of the date of this MD&A, the Government of Canada has decided to appeal the order; however, it is unclear what a final ruling on this issue may be, and how it may affect our business. It is possible that a ruling in favour of the original order could allow persons who had a license under the MMAR to opt out of the new MMPR regime, thereby decreasing the size of the market for our business, and potentially materially and adversely affecting our business, financial condition and operations.

Availability of Seed Supply and Skilled Labour.

Our ability to commence and continue operations will be dependent on our ability to acquire starting materials. There are four legal sources of starting materials under the MMPR: Health Canada; Personal-Use Production License holders under the MMAR regime; Designated- Person Production License holders under the MMAR regime; and importation, and there is no guarantee that we will be able to acquire seeds from such sources. Further, our ability to maintain operations will be dependent on access to skilled labour. There is no guarantee that we will be successful in maintaining our supply of skilled labour, and a failure to do so would limit our ability to produce the predicted amounts of Product. This would have an adverse effect on our operations and financial results.

We will likely face intense competition from other companies. Increased competition by larger and better financed competitors could materially and adversely affect our business and financial condition.

Although the market for our product does appear to be sizeable, we expect significant competition from other companies due to the recent nature of the MMPR regime. Because of early stage of the industry in which we operate, we expect to face additional competition from new entrants. A large number of companies have applied for Production Licenses, some of which may have significantly greater financial, technical, marketing and other resources, may be able to devote greater resources to the development, production, marketing, and sale of their products and services, and may have more extensive customer bases and broader customer relationships.

Should the size of the medical marijuana market increase as projected, the demand for product will increase as well, and if we hope to be competitive we will need to invest significantly in research and development, marketing, production expansion, new client identification, and client support. If we are not successful in achieving sufficient resources to invest in these areas, our ability to compete in the market may be adversely affected, which could materially and adversely affect our business, its financial condition and operations.

We are subject to unfavorable consumer perception.

We believe the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of our products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for our products and our business, results of operations, financial condition and cash flows. Our dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on us, the demand for our products, and our business, results of operations, financial condition and cash flows.

Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or our products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

We are exposed to product liability claims, which could negatively impact the results of our operations and our financial condition.

As a manufacturer and distributor of products designed to be ingested by humans, we face an inherent risk of exposure to product liability claims, regulatory action and litigation if products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of our products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of our products alone or in combination with other medications or substances could occur. We may be subject to various product liability claims, including, among others, that our products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against us could result in increased costs, could adversely affect our reputation with our clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition. There can be no assurances that we will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of our potential products.

We are subject to product recalls.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of our products are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although we will have detailed procedures in place for testing our products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of our significant brands were subject to recall, our image and the image of that brand could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for our products and could have a material adverse effect on the results of our operations and our financial condition. Additionally, product recalls may lead to increased scrutiny of our operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

No assurance can be given that we will be able to manage our advertising and promotional costs on a cost-effective basis.

Our future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including our ability to (i) create brand recognition for our product; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for our business in the future, or will generate awareness of our product or testing services.

Our success depends in part on our ability to attract and retain additional key skilled professionals, which we may or may not be able to do. Our failure to do so could prevent us from achieving our goals or becoming profitable.

Our success will depend on our directors and officers to develop our business and manage our operations, and on our ability to attract and retain key quality assurance, scientific, sales, public relations and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on our business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future, which may adversely impact our operations.

We are subject to risks inherent in the agricultural business

Since our business will revolve mainly around the growth of medical marijuana, an agricultural product, the risks inherent with agricultural businesses will apply. Such risks may include plant disease and insect pests, among others. Although we are required by the MMPR to grow our product in a climate controlled, monitored, indoor location, there is no guarantee that changes in outside weather and climate will not adversely affect production. Further, any rise in energy costs may have a material adverse effect on our ability to produce medical marijuana in a cost effective manner.

We will depend on fast and efficient courier services. Any prolonged disruption or increase in costs associated such services may adversely impact our business and our ability to operate profitably.

By law, medical marijuana must be delivered by courier directly to patient customers. The ability to obtain speedy, cost-effective and efficient transport services will be essential to the lengthy operations of our business. Should such transportation become unavailable for prolonged periods of time, there may be a material adverse effect on our business, financial situation and operations.

Our assets, operations and employees will be exposed to operational risks. We will obtain insurance coverage for such risks, however liability may exceed indemnity coverage.

We intend to obtain insurance to protect our assets, operations and employees. While we believe insurance coverage can adequately address all material risks to which we may be exposed and will be adequate and customary in our current and future state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which we are exposed. In addition, no assurance can be given that such insurance will be adequate to cover our liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if we were to incur such liability at a time when it is not able to obtain liability insurance, our business, results of operations and financial condition could be materially adversely affected.

We may be subject to growth-related risks including capacity constraints and pressure on internal systems and controls.

Our ability to manage growth effectively will require us to continue to implement and improve our operational and financial systems and to expand, train and manage our employee base. Our inability to deal with this growth may have a material adverse effect on our business, financial condition, results of operations and prospects.

Conflicts of interest may exist for directors and officers.

Certain of our directors and officers are also directors and officers of other companies, and conflicts of interest may arise between their duties as our officers and directors and as officers and directors of such other companies.

We have not and do not foresee issuing shareholder dividends.

We have no earnings or dividend record, and do not anticipate paying any dividends on the Shares in the foreseeable future. Dividends paid by us would be subject to tax and, potentially, withholdings.

We are subject to environmental and employee health and safety regulations for which we must incur compliance costs. Failure to comply with the regulations could result in adverse sanctions.

Our operations will be subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. We will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to our operations or give rise to material liabilities, which could have a material adverse effect on our business, results of operations and financial condition.

Directors and Officers

As of the date of this MD&A, the Company's directors and officers are as follows:

Boris Weiss, Chief Executive Officer and a Director
Mark Donahue, a Director
Lorne Nystrom, a Director