

BRASSNECK CAPITAL CORP.
(also referred to as “Brassneck” or the “Corporation”)

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2017

The following discussion and analysis should be read in conjunction with the June 30, 2017 unaudited condensed interim financial statements and the December 31, 2016 audited financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) and December 31, 2016 Management’s Discussion & Analysis. Additional information regarding the Corporation is available on SEDAR at www.sedar.com. The financial statements and financial data contained in this discussion and analysis is presented in accordance with IFRS.

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

DATE

This MD&A is dated August 25, 2017 and is in respect of the three and six month periods ended June 30, 2017. The discussion in this management's discussion and analysis focuses on this period.

FORWARD LOOKING INFORMATION

The following discussion and analysis provides information that management believes is relevant to the assessment and understanding of the Corporation’s results of operations and financial conditions. Certain statements herein contain forward-looking statements relating to the operations or to the environment in which we operate, which are based on our operations, forecasts, and projections. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, and actual results may differ materially from those anticipated in these forward-looking statements. The risks include those outlined under the “Risk Factors and Uncertainties” section of this MD&A and elsewhere in the Corporation’s public disclosure documents.

DESCRIPTION OF BRASSNECK’S BUSINESS AND OVERALL PERFORMANCE

Brassneck was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on June 18, 2015. The Corporation is a Capital Pool Company (“CPC”) as defined pursuant to Policy 2.4 of The TSX Venture Exchange (the “Exchange”). The Corporation proposes to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation’s shares from trading.

On March 10, 2016 the Corporation completed its initial public offering of 2,739,000 common shares in the capital of the Corporation at a price of \$0.10 per share for gross proceeds of \$273,900 (the “Offering”). After completion of the Offering, the Corporation has 6,939,000 common shares issued and outstanding. PI Financial Corp. (“PI Financial”) acted as the agent for the Offering and in connection therewith, the Corporation granted to PI Financial along with certain sub-agents, options to acquire an aggregate of 273,900 common shares (the “Agent’s Options”) at an exercise price of \$0.10 per share. The Agent’s Options expire on March 15, 2018, which is 24 months from the date the common shares are listed on the Exchange. PI Financial also received a cash commission equal to 10% of the gross proceeds of the Offering.

Concurrent with the closing of the Offering, the Corporation also granted options to acquire an aggregate of 575,937 common shares at an exercise price of \$0.10 per share to the directors and officers of the Corporation, which expire 10 years from the date of grant.

The Corporation's common shares commenced trading on the Exchange on March 15, 2016, under the trading symbol "BC.P".

On March 29, 2017 the Corporation announced that it had entered into a letter of intent ("LOI") with National Access Cannabis Corp. ("NAC") in respect of a proposed transaction, whereby NAC would acquire Brassneck by way of reverse takeover.

NAC is incorporated under the laws of the Province of British Columbia and has a head office in Vancouver, British Columbia. NAC, through its wholly-owned subsidiary National Access Canada Corp., a corporation incorporated under the laws of Canada, operates clinics in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and Ontario, which assist consumers in navigating through and accessing Canada's legal medical marijuana program by assisting in determining eligibility, completing medical forms, providing physician consultations and selecting appropriate licensed products. NAC currently has ten corporate locations.

On July 10, 2017, Brassneck announced that it had entered into an amalgamation agreement ("Amalgamation Agreement") with NAC, which will result in a reverse takeover of Brassneck by NAC (the "Proposed Transaction") in accordance with the policies of the Exchange. Upon completion of the Proposed Transaction the combined entity (the "Resulting Issuer") will continue to carry on the business of NAC.

In connection with the Proposed Transaction, on July 10, 2017, Brassneck also announced that the previously announced brokered private placement financing (the "Concurrent Private Placement") of subscription receipts of NAC ("Subscription Receipts") for proceeds of \$6,000,000 had closed. The Concurrent Private Placement was upsized from its initial offering of \$4,500,000.

Pursuant to the terms of the Amalgamation Agreement, completion of the Proposed Transaction will be subject to a number of conditions, including but not limited to, closing conditions customary to transactions of the nature of the Proposed Transaction, completion or waiver of sponsorship, requisite shareholder approvals including the approval of the holders of common shares of NAC for the Proposed Transaction, approvals of all regulatory bodies having jurisdiction in connection with the Proposed Transaction and approval of the Exchange including the satisfaction of its initial listing requirements. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. A filing statement will be prepared and filed in accordance with the policies of the Exchange.

Brassneck has provided a secured bridge loan (the "Bridge Loan") of \$225,000 to NAC. The proceeds from the Bridge Loan will be applied by NAC to fund general working capital, as will be more fully described in the filing statement of Brassneck prepared in connection with the Proposed Transaction and which will be made available under the Corporation's SEDAR profile in due course. In the event that the Proposed Transaction is not completed, the Bridge Loan will become payable in full on demand. The Bridge Loan will bear interest at the annual rate of 5%, calculated and payable monthly and will be evidenced and secured by a loan agreement, a promissory note and a general security agreement with a subordinate charge security against all of the assets of NAC. The Bridge Loan will be repayable on September 30, 2017 and if the Proposed Transaction is completed on or before September 30, 2017, interest incurred on the Bridge Loan will not be payable by NAC.

SELECTED FINANCIAL INFORMATION

The Corporation was incorporated on June 18, 2015 and was not yet a "Reporting Issuer" pursuant to applicable securities legislation until December 21, 2015, the date of the final receipt for the Prospectus as issued by the Alberta, British Columbia and Ontario Securities Commissions, thereby becoming a "Reporting Issuer" in each of the provinces of Alberta, British Columbia and Ontario.

The following table is a summary of selected annual financial information (in Canadian dollars) derived from the Corporation's audited financial statements prepared in accordance with International Financial Reporting Standards:

	December 31, 2016	December 31, 2015 ⁽¹⁾
	\$	\$
Total Assets	440,882	337,871
Total Liabilities	26,853	35,222
Revenues	--	--
Net loss and comprehensive loss for the period	88,015	12,351
Basic and diluted net loss per share for the period	0.021	0.014
Weighted average number outstanding	4,271,216	899,490

(1) For the period from incorporation on June 18, 2015 to December 31, 2015

For the six months ended June 30, 2017 the Corporation reported no discontinued operations and declared no cash dividends.

The quarterly financial information follows:

	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016
	\$	\$	\$	\$	\$	\$
Total Revenue	-	-	-	-	-	-
Net Loss	198,667	89,064	26,962	8,470	6,571	46,012
Loss Per Share – Basic and Diluted	0.041	0.019	0.006	0.002	0.001	0.017
Total Assets	289,446	431,047	440,882	444,537	455,747	472,987
Total Liabilities	163,148	106,082	26,853	3,546	6,286	16,955

Variances in net loss by quarter will reflect overall corporate activity and factors which do not recur each quarter, such as interest income on fluctuating cash balances, professional and regulatory fees related to evaluation of qualifying transactions.

RESULTS OF OPERATIONS

During the three month period ended June 30, 2017 the Corporation incurred a loss of \$198,667 compared to a \$6,571 loss in 2016. The increase loss in 2017 primarily relates to regulatory and professional fees for legal costs related to the qualifying transaction.

During the six month period ended June 30, 2017 the Corporation incurred a loss of \$287,731 compared to a \$52,583 loss in 2016. The increase loss in 2017 primarily relates to regulatory and professional fees for legal costs related to the qualifying transaction. The share based payment expense in 2016 relates to stock options issued to Directors and officers and vested during the period.

The interest income for the six months ended June 30, 2017 relates to interest earned from a Guaranteed Interest Certificate.

OUTSTANDING SHARE DATA

Common Shares

As at June 30, 2017 and the date of this MD&A, the Corporation had 6,939,000 common shares issued and outstanding.

Pursuant to an escrow agreement dated as of December 18, 2015 among the Corporation, Equity Financial Trust Company and certain shareholders of the Corporation, 2,150,000 common shares, being issued and outstanding common shares prior to the completion of the Public Offering, have been deposited in escrow. Upon the Corporation completing a qualifying transaction, as defined in Policy 2.4 of the Exchange, common shares held pursuant to the escrow agreement shall be released as to 10% immediately following the issuance of the bulletin of the Exchange announcing final acceptance of the qualifying transaction (the "Initial Release") and an additional 15% shall be released every six months commencing six months following the Initial Release.

Options

As at June 30, 2017 and the date of this MD&A, the Corporation had 849,837 stock options outstanding with an exercise price of \$0.10 per share comprising of 575,937 options to directors and officers and 273,900 Agent Options.

LIQUIDITY AND CAPITAL RESOURCES

During the three month period ended March 31, 2016 the Corporation completed its initial public offering that resulted in gross proceeds of \$273,900 and the issuance of 2,739,000 common shares at \$0.10 per share.

As at June 30, 2017, the Corporation had net working capital of \$126,298 (December 31, 2016: \$414,029) comprised of cash and cash equivalents less accounts payable and accrued liabilities, which management considers to be sufficient for the Corporation to meet its ongoing obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below:

Fair Value

The carrying amount of cash and cash equivalents, and accounts payable and accrued liabilities approximates their fair value due to their short term nature.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy are:

Level 1- Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2- Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3- Inputs for the asset or liability that are not based on observable market data.

The Corporation's cash and cash equivalents are the only financial assets or liabilities measured using fair value. Cash and cash equivalents are categorized as Level 1 since there are quoted prices in an active market for the instruments.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. The cash is currently being held in a solicitor's trust account and a high quality financial institution.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Interest rate risk

The Corporation maintains cash and fixed rate guaranteed interest certificates ("GIC's") at its banking institution and therefore does not believe interest rate risk to be significant.

CRITICAL ACCOUNTING ESTIMATES

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The accounting estimates for share based payments is based on the Black-Scholes option valuation model which was developed for use in estimating the fair value of traded options which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Since the Corporation's stock options have characteristics significantly different from those of traded options and since changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

RISK FACTORS AND UNCERTAINTIES

Investing in the common shares of the Corporation involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Corporation could be harmed. In such an event, the trading price of the common shares could decline and prospective investors may lose part or all of their investments.

No Operating History

The Corporation was incorporated on June 18, 2015, has not commenced commercial operations, and has no assets other than cash. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. Until completion of the qualifying transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential qualifying transactions. The Corporation has only limited funds with which to identify and evaluate potential qualifying transactions and there can be no assurance that the Corporation will be able to identify a suitable qualifying transaction. Even if a proposed qualifying transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction.

Possible Trading Suspension or Delisting

The Exchange may suspend from trading or delist the securities of the Corporation where the Corporation has failed to complete a qualifying transaction within the 24 months of the date of listing or if the Corporation fails to meet initial listing requirements of the Exchange upon Completion of the qualifying transaction. Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing an interim cease trade order against Corporation. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares of the Corporation held by Insiders. Trading in the common shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required.

Halt of Trading

Upon public announcement of a potential qualifying transaction, trading in the common shares of the Corporation will be halted and will remain halted until Completion of the qualifying transaction, or sooner pursuant to Policy 2.4. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential qualifying transaction.

Foreign Acquisition

In the event the Corporation identifies a foreign business as a proposed qualifying transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Exchange May Not Approve a Qualifying Transaction

Completion of a qualifying transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length qualifying transaction, Majority of the Minority Approval as such terms

are defined in Policy 2.4. Notwithstanding that a transaction may meet the definition of a qualifying transaction; the Exchange may not approve a qualifying transaction.

Approval by the Majority of the Minority

Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length qualifying transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the common shares.

Dilution

If the Corporation issues treasury shares to finance acquisition or participation opportunities, control of the Corporation may change and subscribers may suffer dilution of their investment.

Directors and Officers

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation but will be devoting such time as required to effectively manage the Corporation. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Corporation may be exposed to liability and its ability to achieve its business objectives may be impaired.

Additionally, directors and officers of the Corporation may also serve as directors and/or officers of other reporting issuers from time to time.

The Corporation has not purchased "key-man" insurance, nor has it entered into non-competition and nondisclosure agreements with management and has no current plans to do so.

Reliance on Management

The Corporation is relying solely on the past business success of its directors and officers to identify a qualifying transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Corporation.

Loans or Advances

Subject to prior acceptance from the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 (\$25,000 without prior Exchange approval) of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover the loan or advance.

Volatile Financial Markets

The extreme volatility occurring in the financial markets is a significant risk for the Corporation. As a result of market turmoil, investors move away from assets they perceive as risky to those they perceive as less so. Issuers like the Corporation are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Corporation to access the capital markets in order to raise the capital it will need to fund its current level of expenditures and identify, evaluate and close a qualifying transaction.

CAPITAL RISK MANAGEMENT

The Corporation's capital currently consists of common shares. The Corporation defines capital as total equity which was \$126,298 (December 31, 2016: \$414,029) at June 30, 2017. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until the completion of a qualifying transaction.

OUTLOOK

The Corporation continues to work towards completing the proposed qualifying transaction with NAC as discussed in the Description of Brassneck's Business and Overall Performance section above.

OTHER INFORMATION

The policies of the Exchange prohibit CPC's from carrying on formal investor relations activities. Corporate communications and investor inquiries are handled by the directors of the Corporation. Additional information about the Corporation is available on SEDAR at www.sedar.com.