KRAMER CAPITAL CORP.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE THREE MONTHS ENDED MARCH 31, 2018

Background

This Management Discussion and Analysis – Quarterly Highlights ("Quarterly Highlights") of for Kramer Capital Corp. ("Kramer" or the "Company") is prepared as at May 28, 2018 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2018 and in conjunction with its audited financial statements as at December 31, 2017 and for the year then ended.

The unaudited condensed interim consolidated financial statements for the three months ended March 31, 2018, and comparative information presented therein, have been prepared in accordance with International Financial Reporting Standard ("IFRS") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

All dollar figures included therein and in the following Quarterly Highlights are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company is a Capital Pool Corporation (a "CPC"), defined by Policy 2.4 of the TSX-Venture Exchange ("TSX-V"). As a CPC, the Company's immediate objective is to identify and acquire either operating assets or a business that meet the criteria of a Qualifying Transaction as defined by the TSX-V ("Qualifying Transaction"). As further discussed under the heading "Potential Qualifying Transaction", herein, the Company intends to complete a Qualifying Transaction by acquiring all outstanding securities in 48North Cannabis Corp. ("48North") in a share-for-share exchange (the "Transaction"). Upon completion of the Transaction, which is subject to regulatory approval, the Company would become a vertically-integrated cannabis company licensed under the Access to Cannabis for Medical Purposes Regulations.

Forward-Looking Statements

Certain statements contained in the following Quarterly Highlights constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks include, but are not limited to, the Company completing the Transaction, and its ability to raise sufficient capital for short-term operations should the Transaction not be completed. Readers are cautioned not to place undue reliance on these forward-looking statements.

Potential Qualifying Transaction

On February 28, 2018, the Company and 48North entered into an agreement (the "Acquisition Agreement") pursuant to which the Company will, subject to regulatory approval, consolidate its existing 1,775,000 common shares and 150,000 stock options on a two-for-one basis and will issue one post-consolidation common share for each common share outstanding in 48North. It is anticipated that the Transaction will be considered a reverse take-over and the resulting issuer, to be named 48North Cannabis Corp., would become vertically-integrated cannabis company licensed under the Access to Cannabis for Medical Purposes Regulations.

Upon completion of the Transaction, it is expected that the resulting issuer will have 77,817,537 common shares outstanding, 12,880,000 options, 1,867,833 broker compensation options and 35,127,924 warrants outstanding that will be convertible into additional shares of the resulting issuer and working capital in excess of $15,000,000.

On February 28, 2018, the Company incorporated 2622752 Ontario Inc. as a wholly-owned subsidiary to facilitate the Transaction.

Analysis of the Company's Financial Performance and Condition

The Company reported net income of $68,909 for the three months ended March 31, 2018 compared with a $10,748 net loss for the three months ended March 31, 2017. The net income earned for the three months ended March 31, 2018 was a result of $100,000 non-refundable contribution received from 48North to cover the Company's expenses incurred for the Transaction and for working capital purposes. This contribution was partially offset by $31,091 (2017 - $10,748) in general and administrative expenses which include professional fees for legal and accounting services, transfer agent, listing and filing fees, office administration and facilities, and sundry office costs. The increase in these expenses for the three months ended March 31, 2018 compared with 2017 is a result of increases in legal, listing and filing fees incurred in connection with the Transaction.

During the three months ended March 31, 2018, the Company had net cash inflows of $57,663 as a result of the $100,000 contribution received from 48North partly offset by $42,337 in expenditures related to the Transaction, on-going operating expenses and to pay certain accounts payable.

Liquidity and Changes to Expense Structure

As at March 31, 2018, the Company had cash of $64,982 and liabilities of $24,087, the majority of which is owed to a related party. Should the Transaction with 48North not be completed, the Company will require additional funding to pay for existing liabilities, future operating expenses and costs incurred in connection with another Qualifying Transaction.

Related Party Transactions

The Company is party to a corporate service agreement with Earlston Management Corp. ("Earlston"), a company related by virtue of providing key management services to the Company. Under the terms of the agreement, the Company pays Earlston a fee of $1,000 (plus sales taxes) per month for accounting and administrative services and reimburses Earlston for expenses incurred in the performance of its services. During the three months ended March 31, 2018, the Company incurred $3,150 (2017 - $3,150) of such costs with Earlston. As at March 31, 2018, $17,080 (December 31, 2017 - $25,946) was owing to Earlston and included in accounts payable and accrued liabilities.