WATERFRONT CAPITAL CORPORATION

Management's Discussion and Analysis

For the year ended December 31, 2015

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DESCRIPTION OF BUSINESS AND OVERVIEW OF OPERATIONS AND FINANCIAL CONDITION

The following is management's discussion and analysis ("MD&A"), prepared as of February 26, 2016. This MD&A should be read in conjunction with the audited Consolidated Financial Statements for the year ended December 31, 2015 and the accompanying notes, all as prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This report includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties, assumptions and other factors of which are beyond the reasonable control of the Company. You can identify these statements by forward-looking words such as "expects", "does not expect", "plans", "anticipates", "does not anticipate", "believes", "intends", "estimated", "projects", "potential", "scheduled", forecast", "budget", and similar expressions, or that events or conditions "will", "would", "may", "could", "should" or "might" occur and similar words. Such statements give the Company's current expectations or forecasts of future events and are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward-looking statements and information contained herein, we have made numerous assumptions including among other things anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Factors that could cause actual results to differ materially from those in forward-looking statements include, for example, such matters as continued availability of capital and financing and general economic, market or business conditions. Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

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

Description of Business

The Company offers a range of financial and communications services to companies in various industry sectors. The Company often serves as a company's strategic partner through the entire corporate "life-cycle", providing independent expertise and business advisory services in connection with venture capital markets, investor relations, initial public offerings and secondary financings, mergers and acquisitions, public market administration, as well as, media and marketing advice. The Company's management has extensive financing and operating experience and assists promising companies that require infusions of capital, management and restructuring to realize the value of their underlying business. The Company and its wholly owned subsidiary, Waterfront Strategic Capital Corporation ("Waterfront Strategic"), offer Business Advisory and Capital Markets services to various leading growth companies. The Company's Business Advisory platform offers a range of products and services designed to increase its clients' exposure and visibility within a network of Investment Advisors in Canada's leading independent and bank-owned investment dealers. Waterfront Strategic offers Capital Markets services by helping raise funds for its corporate clients from accredited retail, institutional and family wealth management clients in Canada and abroad. Waterfront Strategic is registered as an Exempt Market Dealer in the Provinces of British Columbia, Alberta, Manitoba and Ontario in accordance with National Instrument 31-103 Registration Requirements and Exemptions ("NI 31-103"). Exempt Market Dealers may act as a dealer or underwriter for any securities which are prospectus exempt, and as a dealer for investment funds which are either prospectus qualified or prospectus exempt provided these funds are sold to clients who qualify as exempt purchasers.

The Company trades on the TSX Venture Exchange under the symbol WFG.

PERFORMANCE SUMMARY

The following is a summary of the significant events and transactions that occurred during the year ended December 31, 2015 and for the subsequent period to the report date hereof:

- On February 5, 2016, further to it's news release of January 27, 2016, the Company reported that it issued an additional 1,000,000 units (the "Units") at $0.05 per Unit for additional gross proceeds of $50,000 under its non-brokered private placement (the "Private Placement"). As a result, the Company raised an aggregate of $220,000 by the issuance of 4,400,000 Units. Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of $0.06. The initial 3,400,000 Units issued pursuant to the Private Placement are subject to a hold period expiring on May 27, 2016 and the additional 1,000,000 Units are subject to a hold period expiring on June 4, 2016. The Company intends to use the proceeds from this Private Placement for general working capital purposes.

- On January 27, 2016, the Company announced that it closed its non-brokered private placement (the "Private Placement") and raised $170,000 by the issuance of 3,400,000 units (the "Units") at $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of $0.06. All of the securities issued pursuant to the Private Placement are subject to a hold period expiring on May 27, 2016. The Company intends to issue an additional 1,000,000 Units within the next week for additional gross proceeds of $50,000. The Company intends to use the proceeds from this private placement for general working capital purposes.

- On December 9, 2015, the Company announced that, subject to regulatory approval, the Company intended to proceed with a non-brokered private placement raise up to $300,000 by the issuance of up to 6,000,000 units (the "Units") at $0.05 per Unit. Each Unit will consist of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of $0.06. With respect to this private placement, the Company may pay finders' fees in the amount of 10% (payable in cash or Units), based on the sale of the Units purchased by subscribers introduced to the Company by such finders.

- On April 8, 2015, the Company announced the resignation of Rick Peterson as a director and officer of the Company and the Company's wholly owned subsidiary, Waterfront Strategic Capital Corporation ("Waterfront Strategic"), effective April 7, 2015. Mr. Peterson's financing and management activities with Waterfront Capital have been assumed by Douglas Mason, the Company's Chief Executive Officer, while business advisory services have been assumed by Valerie Samson of Vancouver and by Spencer Dyer of Toronto.

- On March 23, 2015, the Company announced that it has entered into an agreement to provide business advisory services to Teranga Gold Corporation ("Teranga"). Headquartered in Toronto, Teranga (TSX: TGZ; ASX: TGZ) operates the only producing gold mine and mill in Senegal, West Africa.

- On January 27, 2015, the Company announced that its wholly owned subsidiary, Waterfront Strategic Capital Corporation ("Waterfront Strategic"), had been engaged by First Global Data Limited ("First Global") to assist with First Global's recently announced offering of a minimum of $3 million and a maximum of $8 million 10% Convertible Debentures (the "Offering"). For addition information and details regarding First Global (TSX-V: FGD) and the Offering, see First Global's news release dated January 27, 2015.

- On January 19, 2015, the Company announced that, in accordance with the terms of the Company's stock option plan, the Company had granted 206,000 incentive stock options to certain directors, officers, employees and consultants, at an exercise price of $0.12 per share for a term of 5 years.

- On January 6, 2015, the Company announced that its wholly owned subsidiary, Waterfront Strategic Capital Corporation ("Waterfront Strategic") had received regulatory approval for registration as an Exempt Market Dealer ("EMD") in the Provinces of British Columbia, Alberta and Ontario, effective January 5, 2015 (Manitoba effective January 15, 2015). An exempt market dealer may act as a dealer or underwriter for any securities which are prospectus exempt, and as a dealer for investment funds which are either prospectus qualified or prospectus exempt, provided these funds are sold to clients who qualify as exempt purchasers.

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the three and twelve months ended December 31, 2015, compared with the three and twelve months ended December 31, 2014. The Management's Discussion and Analysis should be read in conjunction with the Company's audited consolidated financial statements and the accompanying notes for the year ended December 31, 2015.

For the three month period ended December 31, 2015:

Net income for the period

The Company had a net loss for the three month period ended December 31, 2015 of $65,371 (2014 - $214,690). The net decrease of $149,319 in the net loss for the three month period ended compared to the three month period ended December 31, 2014 was primarily due to a decrease in general administrative expense of $173,253 and a change in other items of $79,662 offset by a decrease in revenue of $103,596.

Revenue

During the three month period ended December 31, 2015, the Company reported revenue and other income of $128 compared to $103,724 in the three month period ended December 31, 2014. The decrease of $103,596 in revenue and other income is mainly related to the termination of advisory services for the current period.

Other Items

During the three month period ended December 31, 2015, the Company reported an income of $11,601 compared to a loss of $68,061 in the three month period ended December 31, 2014 from other sources of income and other expenses. Items that caused the $79,662 net change in other items are noted in the following:

- Write-down of accounts receivables of $nil (2014 - $46,480) changed by $46,480 due to a doubtful account with $19,980 related to a debt settlement in the last quarter of the prior year.
- Loss on disposition of assets of $nil (2014 - $18,685) changed by $18,685 due to the sales of furniture, equipment and computer in the last quarter of the prior year. No such transaction was incurred in the current period.
- Loss on sales of securities of $7,090 (2014 - $nil) changed by $7,090 due to the sales of securities in the current period.
- Unrealized gain on investments of $18,691 (2014 - loss of $2,896) changed by $21,587 due to market values of securities held. The Company holds certain securities in related parties.

Operating Expenses

General and administrative expenses of $77,100 (2014 - $250,353) are primarily comprised of consulting, administrative, professional fees, transfer agent fees and filing fees, rent and general office expenses. The net decrease was $173,253 when compared to the three month period ended December 31, 2014. Items that caused the net decrease are noted in the following:

In comparison to the three month period ended December 31, 2014:

- Consulting fees of $23,250 (2014 - $136,985) decreased by $113,735 mainly due to the resignation of one of the Company's officers in April 2015 and not replaced.
- Depreciation of $nil (2014 - $2,715) decreased by $2,715 due to the sale of the Company's fixed assets during the year ended December 31, 2014.
- Interest expense of $186 (2014 - $10) remained fairly consistent when compared to the same period of the prior year.
- Office and miscellaneous of $5,428 (2014 - $20,115) decreased by $14,687. The decrease is due to a reduction of computer expenses, office supplies, telephone and utilities and meals and entertainments required in the current period.
- Professional fees of $24,221 (2014 - $35,380) decreased by $11,159. The decrease was due to the reduction in general legal fees and legal fees in relation to the exempted market dealer (EMD) registration in other provinces which were incurred in the comparative period.

- Regulatory and transfer agent fees of $5,873 (2014 - $4,440) remained fairly consistent when compared to the same period in the prior year.
- Rent of $5,707 (2014 - $8,583) decreased by $2,876 due to the reduction in monthly rent when compared to the same period in the prior year.
- Travel of $nil (2014 - $16,562) decreased by $16,562 due to the reduced activities in the promotion of the advisory business.
- Wages and benefits of $12,435 (2014 - $25,563) decreased by $13,128 due to the reduction of staffing in relation to the advisory business.

For the twelve month period ended December 31, 2015:

Net income for the period

The Company had a net loss for the twelve month period ended December 31, 2015 of $466,998 (2014 - $939,296). The net decrease of $472,298 in the net loss for the twelve month period ended compared to the twelve month period ended December 31, 2014 was primarily due to a decrease in general and administrative expenses of $502,888 and a change in other items of $72,925 offset by a decrease in revenue of $103,515.

Revenue

During the twelve month period ended December 31, 2015, the Company reported revenue and other income of $169,619 compared to $273,134 in the twelve month period ended December 31, 2014. The decrease of $103,515 in revenue and other income is mainly related to the termination of advisory services for the current period.

Other Items

During the twelve month period ended December 31, 2015, the Company reported a loss of $19,630 compared to $92,555 in the twelve month period ended December 31, 2014 from other sources of income and other expenses. Items that caused the $72,925 net change in other items are noted in the following:

- Write-down of accounts receivables of $44,672 (2014 - $69,460) changed by $24,788 due to uncollectible amounts during both years and $19,980 related to a debt settlement in the last quarter of the prior year.
- Loss on disposition of assets of $nil (2014 - $18,685) changed by $18,685 due to the sales of furniture, equipment and computer in the prior year. No such transaction was incurred in the current year.
- Loss on sales of marketable securities of $17,978 (2014 - $nil) changed by $17,978 due to the sale of marketable securities during the current period.
- Unrealized gain on investments of $43,020 (2014 - loss of $4,410) changed by $47,430 due to market values of securities held. The Company holds certain securities in related parties.

Operating Expenses

General and administrative expenses of $616,987 (2014 - $1,119,875) are primarily comprised of consulting, administrative, professional fees, transfer agent fees and filing fees, rent, share-based payments, travel and general office expenses. The net decrease was $502,888 when compared to the twelve month period ended December 31, 2014. Items that caused the net decrease are noted in the following:

In comparison to the twelve month period ended December 31, 2014:

- Consulting fees of $239,300 (2014 - $615,915) decreased by $376,615 mainly due to mainly due to the resignation of one of the Company's officers in the current period.
- Depreciation of $nil (2014 - $10,861) decreased by $10,861 due to the sale of the Company's fixed assets during the year ended December 31, 2014.
- Interest expense of $619 (2014 - $57,987) decreased by $57,368 mainly due to the interest paid on the $600,000 debenture issued on January 17, 2014. On September 16, 214, the debenture was converted into 2,400,000 preferred shares.

- Office and miscellaneous of $53,155 (2014 - $50,588) remained fairly consistent when compared to the prior year.
- Professional fees of $116,777 (2014 - $158,442) decreased by $41,665. The decrease was due to the in general legal fees and legal fees in relation to the exempted market dealer (EMD) registration in other provinces which were incurred in the comparative period.
- Regulatory and transfer agent fees of $22,214 (2014 - $37,366) decreased by $15,152. The decrease was due to the in general legal fees and legal fees in relation to the exempted market dealer (EMD) registration in other provinces which were incurred in the comparative period.
- Rent of $59,399 (2014 - $34,309) increased by $25,090. The increase was due to an additional lease engaged in February 2015, for a satellite office for the Company's advisory staff. The satellite office lease terminated during the year ended December 31, 2015 with no further commitments.
- Share-based payments of $17,873 (2014 - $33,419) decreased by $15,546 due to the timing of the option issuances in each period when and if such options are available.
- Travel of $27,356 (2014 - $54,288) decreased by $26,932 due to the reduced activities in the promotion of the advisory business.
- Wages and benefits of $80,294 (2014 - $66,700) increased by $13,594 due to an increase in staff in relation to expanding the advisory business.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

PROPOSED TRANSACTIONS

The Company does not have any current proposed asset or business acquisition of dispositions; however, the Company continues to seek new business opportunities to raise capital.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of quarterly results of the Company for the eight most recently completed financial quarters ended December 31, 2015:

	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Total assets	$ 157,100	$ 144,550	$ 229,349	$ 237,002
Working capital (deficit)	(109,297)	(43,926)	105,917	168,170
Shareholders' equity (deficit)	(109,297)	(43,926)	105,917	168,170
Total Revenue	128	132	62,452	106,907
Operating expenses	77,100	95,511	145,328	299,048
Net loss and comprehensive loss	(65,371)	(149,843)	(62,253)	(189,531)
Basic loss per share	(0.00)	(0.01)	(0.01)	(0.01)
Diluted loss per share	(0.00)	(0.01)	(0.01)	(0.01)

	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014
Total assets	$ 379,997	$ 380,594	$ 382,051	$ 470,235
Working capital	339,828	327,414	325,492	422,816
Shareholders' equity	339,828	355,814	(168,722)	(64,800)
Total Revenue	103,724	45,096	67,549	56,765
Operating expenses	250,353	276,902	265,332	327,288
Net loss and comprehensive loss	(214,690)	(233,620)	(221,663)	(269,323)
Basic loss per share	(0.02)	(0.02)	(0.02)	(0.03)
Diluted loss per share	(0.02)	(0.02)	(0.02)	(0.03)

SELECTED ANNUAL INFORMATION

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
Revenues	169,619	273,134	223,821
Operating income (loss)	(447,368)	(846,741)	17,649
Net income (loss) and comprehensive income (loss)	(466,998)	(939,296)	(6,548)
Impairment charges	-	-	-
Basic loss per share	(0.03)	(0.08)	(0.00)
Diluted loss per share	(0.03)	(0.08)	(0.00)
Total assets	157,100	379,997	136,825

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date primarily through the issuance of common shares, warrants and debenture financing. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company anticipates spending some of its capital resources on exploring new business opportunities during the year in expanding its business services to potentially include the distributions of exempt market securities, and in connection therewith, proceeded with an application to the British Columbia Securities Commission for registration as an "Exempt Market Dealer" in accordance with National Instrument 31-103 Registration Requirements and Exemptions ("NI 31-103") and was and was approved on January 5, 2015. Currently, general and administrative expenses amount to approximately $50,000 per month (which includes consulting agreements totaling $15,000 per month), however, the expansion to its business advisory services (and to potentially include the distributions of exempt market securities) will cause the general and administrative expenses to increase substantially.

The Company assesses its financing requirements and its ability to access equity or debt markets on an ongoing basis. The assessment considers: the stage and success of the Company's evaluation activities to date; the continued participation of the Company's investors in evaluation activities; and financial market conditions. The Company has marketable securities with a value of $38,003, which it could convert to cash and has on February 5, 2016 announced that it closed on a $220,000 private placement. Further financing will required to cover the Company's future cash requirements. It is possible that future economic events and global conditions may result in further volatility in the financial markets which could negatively impact the Company's ability to access equity or debt markets in the future.

As at December 31, 2015, the Company had working capital deficit of $109,297 compared to a working capital of $339,828 as at December 31, 2014. As at December 31, 2015, the Company had cash of $90,363 compared to cash of $219,763 as at December 31, 2014.

Net cash used in operating activities for the year ended December 31, 2015, 2014 was $152,220 compared to $941,687 for the prior year.

Net cash provided by investing activities for the year ended December 31, 2015 including $5,820 (2014 - $nil) from proceeds on sales of securities and $nil (2014 - $7,000) from proceeds on disposition of equipment.

Net cash provided by financing activities for the period ended December 31, 2015 was $17,000 compared to $1,138,704 for the prior year, including $nil (2014 - $600,000) from proceeds on issuance of debentures, $nil (2014 - $551,204) from proceeds on issuance of shares less $nil (2014 - $12,500) from share issue costs and $17,000 (2014 - $nil) from loan advances.

TRANSACTIONS WITH RELATED PARTIES

(a) Included in accounts receivable at December 31, 2015 is $nil (2014 - $15,855) due from companies controlled by directors and/or companies with certain directors in common as follows:

Name of Company	Directors/Officers		2015		2014
Grignan Holdings Ltd.	a company controlled by a former director, namely, Rick Peterson		-		40
Rainy Mountain Royalty Corp.	Douglas L. Mason, Bruce E. Morley, Sead Hamzagic and Andrzej Kowalski		-		6,300
Waterfront Communications Inc.	Douglas L. Mason, Bruce E. Morley and Sead Hamzagic		-		9,515
		$	-	$	15,855

(b) Included in prepaid expenses at December 31, 2015 is $20,000 (2014 - $20,000) as a deposit paid to Waterfront Communications Inc., a company with certain directors in common, to cover shared employee payroll and office costs.

(c) Included in accounts payable at December 31, 2015 is $190,486 (2014 - $12,803) due to companies controlled by directors and/or with certain directors in common as follows:

Name of Company/Director	Directors/Officers		2015		2014
Gorand Enterprises Inc.	a company controlled by a director, namely, Andrzej Kowalski	$	1,575	$	525
MP Business Development Inc.	a company controlled by a director, namely, Mehrun Payravi		525		-
Beachfront Enterprises Limited Partnership	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason		11,984		-
Bruce E. Morley Law Corporation	a company controlled by a director, namely, Bruce E. Morley		50,400		-
Criterion Capital Corporation	a company controlled by a director, namely, Douglas L. Mason		47,635		-
Sead Hamzagic, Inc.	a company controlled by a director, namely, Sead Hamzagic		47,250		-
Spencer Dyer	a director of the Company's subsidiary		5,650		-
VJS Consulting Corp.	a company controlled by a director, namely, Valerie Samson		788		-
Waterfront Communications Inc.	Douglas L. Mason, Bruce E. Morley and Sead Hamzagic		24,679		12,278
		$	190,486	$	12,803

(d) During the year ended December 31, 2015, the Company reimbursed Waterfront Communications Inc. (a company with certain directors in common) on a cost basis, to cover shared administrative payroll costs in the amount of $78,308 (2014 - $66,700) and shared expenses in the amount of $20,738 (2014 - $26,596). The Company also sold furniture and equipment at fair value to Waterfront Communications Inc. for $nil (2014 - $7,000) and received or accrued $nil (2014 - $2,062) as other income and expenses credits.

(e) The Company entered into a loan agreement, dated October 8, 2015, pursuant to which the lender agreed to loan the Company $50,000 for working capital purposes ($10,000 was advanced on October 8, 2015 and $12,000 on December 30, 2015). The loan was provided by Criterion Capital Corporation, a company controlled by Douglas L. Mason, a director and officer of the Company, and each loan advance is for a term of one year with interest at a rate of 1% per month (12% per annum). The loan will be secured by a general security agreement. No loan bonus shares were issued in connection with this loan. The Company repaid $5,000 of the $22,000 in loan advances on October 29, 2015.

(f) During the year ended December 31, 2015, the Company paid or accrued the following amounts to directors, companies or limited partnerships controlled by directors, and/or companies with common directors:

Name of Company	Directors/Officers	2015	2014
Bruce E. Morley Law Corporation (legal services)	Bruce E. Morley	55,000	60,000
Criterion Capital Corporation (consulting fees)	Douglas L. Mason	55,000	60,000
Sead Hamzagic, Inc. (consulting fees)	Sead Hamzagic	55,000	60,000
Gorand Enterprises Inc. (director's fee)	Andrzej Kowalski	2,000	2,000
Grignan Holdings Ltd. (consulting fees)	Rick Peterson (former director/officer)	30,000	240,000
MP Business Development Inc. (director's fee)	Mehrun Payravi	500	-
Spencer Dyer (consulting fees)	Spencer Dyer	60,000	80,000
Steven Low (consulting fees)	Steven Low (former officer)	-	40,000
VJS Consulting Corp. (consulting fees)	Valerie Samson	34,000	30,000
Beachfront Enterprises Limited Partnership (rent)	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason	26,119	36,371

These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

COMMITMENTS AND CONTINGENCIES

The Company has entered into three 5-year term renewable agreements with companies controlled by three directors of the Company for the provision of consulting and/or legal services at a cost of $2,500 per month ($30,000 per annum) for each of the three agreements. Effective April 1, 2015, the compensation payable on termination was reduced, and accordingly, if any of such agreements are terminated without cause, or if there is a change in control of the Company, the Company is required to pay $150,000 (previously $300,000) to such contracted party so affected.

The Company has entered into three agreements with certain directors/officers for services rendered in such capacities. Effective April 1, 2015, the compensation payable on termination was reduced, and accordingly, if such agreements are terminated without consent of the director/officer or the director/officer resigns within 120 days following a change in control, the Company must pay $50,000 (previously $100,000) to such director/officer and allow any unvested stock options to vest.

CAPITAL MANAGEMENT

The Company manages its common shares and stock options as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company 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 Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regard to the expected timing of expenditures from continuing operations.

To fund future operating activities the Company may need to raise funds through future share issuances, issue new debt or dispose of assets.
There have been no changes to the Company's approach to capital management during the year ended December 31, 2015. The Company is not subject to externally imposed capital requirements.

The Company expects its current capital resources will be sufficient to carry its corporate and administrative services and operations through its current operating period.

FINANCIAL INSTRUMENTS

Fair value

The Company classifies its cash and short-term investments as fair value through profit or loss; accounts receivable as loans and receivables; and accounts payable and accrued liabilities as other financial liabilities.

The carrying values of accounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The Company's measurement of fair value of financial instruments as at December 31, 2015 and 2014 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
December 31, 2015				
Cash	$ 90,363	$ 90,363	$ -	$ -
Investments	$ 38,003	$ 38,003	$ -	$ -
December 31, 2014				
Cash	$ 219,763	$ 219,763	$ -	$ -
Investments	$ 18,781	$ 18,781	$ -	$ -

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash, short-term investments, and accounts receivable.

The Company's credit risk is primarily attributable to cash and short-term investments. Management believes that the credit risk concentration with respect to cash and short-term investments is remote as it maintains accounts with highly-rated financial institutions.

Credit risk with respect to other receivables is considered to be moderate due to the balance being outstanding from related parties. Credit risk with respect to trade accounts receivable has been assessed as low from management, as the Company has strong working relationships with the parties involved.

The credit risk associated with cash is minimized substantially by ensuring that these financial assets are placed with a major financial institution with strong investment-grade ratings by a primary ratings agency.

The Company's concentration of credit risk and maximum exposure thereto is as follows:

	2015	2014
Bank accounts	$ 90,363	$ 219,763
Investments	38,003	18,781
Trade accounts receivable	4,842	112,161
	$ 133,208	$ 350,705

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At December 31, 2015, the Company had accounts payable and accrued liabilities of $249,397 (2014 - $40,169) and loans payable of $17,000 (2014 - $nil). Based on the current funds held as at December 31, 2015, the Company will need to rely upon financing from shareholders and/or debt holders to obtain sufficient working capital. There is no assurance that such financing will be available on terms and conditions acceptable to the Company.

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company:

	December 31, 2015		
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	$ 58,911	$ 190,486	$ 249,397

	December 31, 2014		
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	$ 27,366	$ 12,803	$ 40,169

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's cash and cash equivalents consist of cash held in bank accounts. Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values.

Future cash flows from interest income on cash and cash equivalents will be affected by interest rate fluctuations. Given the balance of the cash and equivalents, any fluctuations in the interest rate would lead to an immaterial change in the statements of comprehensive loss.

(ii) Foreign currency risk

The Company is not exposed to significant foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk with respect to its marketable securities, as they are carried at fair values based on quoted market prices, and investments, as they are carried at fair values based on quoted market prices.

SEGMENTED INFORMATION

The Company currently operates its business in one operating segment in Canada

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the impairment of assets, valuation of share-based payments and recognition of deferred tax amounts.

Critical accounting estimates:

a) Recoverability of asset carrying values
The Company assesses its assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, the useful lives of assets and their related salvage values.

b) Share-based payments
The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free rate. These estimates will impact the amount of share-based payments recognized.

c) Income taxes
Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting policies during the year ended December 31, 2015.

Management's Responsibility for Financial Statements

The 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 values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

OUTSTANDING SHARE DATA as of February 26, 2016:

a) Authorized Share Capital:
unlimited number of common shares without par value
unlimited number of preferred shares without par value

b) Issued and Outstanding Shares:
19,566,106 common shares with a stated value of $ 8,155,638
2,400,000 preferred shares with a stated value of $ 610,997

c) Outstanding incentive stock options:

Number of Options	Exercise Price	Expiry Date
200,000	$ 0.10	November 1, 2016
75,000	$ 0.10	July 24, 2017
675,000	$ 0.10	February 15, 2018
158,000	$ 0.10	September 30, 2019
93,000	$ 0.12	January 19, 2020
1,201,000		
1,201,000		Exercisable

d) Outstanding warrants:

Number of Warrants	Exercise Price	Expiry Date
1,100,000	$ 0.20	April 9, 2016
600,000	$ 0.20	August 7, 2016
1,500,000	$ 0.20	August 28, 2016
2,062,040	$ 0.20	December 19, 2016
3,400,000	$ 0.06	January 26, 2018
1,000,000	$ 0.06	February 3, 2018
9,662,040		

e) Shares in escrow or pooling agreements: nil

OFFICERS AND DIRECTORS

Douglas L. Mason, President, CEO and Director (Chairman)
Sead Hamzagic, CFO and Director
Bruce E. Morley, Director
Valerie Samson, Director
Andrzej Kowalski, Director
Mehrun Payravi, Director