WATERFRONT CAPITAL CORPORATION

Management's Discussion and Analysis

For the nine month period ended September 30, 2019

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DESCRIPTION OF BUSINESS AND OVERVIEW OF OPERATIONS AND FINANCIAL CONDITION

The following is management's interim discussion and analysis ("MD&A"), prepared as of October 28, 2019. This MD&A should be read in conjunction with the unaudited Interim Financial Statements for the nine months ended September 30, 2019 and the accompanying notes, the Company's audited Consolidated Financial Statements and the accompanying notes for the year ended December 31, 2018, 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 trades on the TSX Venture Exchange ("TSX-V") under the symbol WFG.H.

PERFORMANCE SUMMARY

The following is a summary of the significant events and transactions that occurred during the period ended September 30, 2019 and for the subsequent period to the report date hereof:

- On October 9, 2019 the Company announced that, further to the Company's March 18th press release, the Company has now entered into a binding share exchange agreement (the "**Definitive Agreement**") dated October 9, 2019 with Whistler Water Inc. ("**Whistler Water**") providing for the reverse takeover of the Company by Whistler Water (the "**Transaction**"). It is anticipated that following the Transaction the resulting entity (the "**Resulting Entity**") will be reclassified as an industrial issuer on the TSX Venture Exchange (the "**Exchange**"). The Transaction is an arm's length transaction.

  About Whistler Water

  Founded in 1991, Whistler Water has produced award winning, 100% pure Canadian glacial spring water for over 25 years. Whistler Water is available in convenient sizes from single serve bottles through 4 Litre bulk water offerings. Whistler Water products, characterized by naturally occurring neutral pH of 7.2, zero turbidity and low deuterium content, are produced under strict quality control systems that guarantee the water stays that way from source to bottle. Whistler Water's team of experts and state-of-the-art production line based in Burnaby, British Columbia ensures that Whistler Water consistently and efficiently produces the best water. Products can be purchased in store or through Whistler Water's delivery system on Amazon.ca/Amazon.com in Canada and the United States. The Whistler Water team of dedicated glacial water enthusiasts is passionate about providing the world's most pristine glacial water and contributing to the health of all people.

  In addition to the sales of its own Whistler Water products, Whistler Water also currently generates revenues from its private label and co-packing business with a number of leading retailers and brands.

  The Transaction

  The Definitive Agreement provides that the Company will, immediately prior to closing of the Transaction, consolidate its outstanding share capital on a 2 (old) for 1 (new) basis. Waterfront Capital Corporation ("Waterfront Capital") will subsequently issue 240,000,000 common shares to the shareholders of Whistler Water at a deemed price of $0.10 per share for total deemed consideration of $24,000,000 for all of the outstanding shares of Whistler Water. The price for Whistler Water has been determined based on a valuation report prepared by RwE Growth Partners, Inc.

  In connection with the Transaction, Waterfront Capital intends to complete a concurrent equity financing (the "**Financing**") for gross proceeds of up to $5,000,000. The proceeds from the Financing are expected to be used by the Resulting Entity for expansion of sales in Canada and the United States, facility upgrades, new marketing and promotion campaigns and for working capital purposes. Under the terms of the Financing, the Company will issue 50,000,000 units (the "**Units**") at a price of $0.10 per Unit. Each Unit will consist of one common share and one warrant (a "**Warrant**") with each Warrant exercisable into an additional common share at a price of $0.20 for a period of three years.
  Following the closing of the Transaction and the Financing, Herbert He, CEO of Whistler Water, will hold a total of 187,549,714 common shares in the Resulting Entity representing approximately 60% of the Resulting Entity's outstanding shares.

  Closing of the Transaction remains subject to Exchange approval and the closing of the Financing.

  A finder's fee of 250,000 common shares of Waterfront Capital will be paid to an arm's length party for introducing Whistler Water and Waterfront Capital. Payment of the fee will be subject to completion of the Transaction. In addition, the Company may pay finder's fees in connection with the Financing.

Principals and Insiders of Resulting Entity

Following the completion of the Transaction, the Resulting Entity's board of directors will consist of Herbert He, Douglas Mason, Brayden Sutton, Joshua Taylor and Scott Ellis and the Company's senior management will consist of Herbert He (CEO), Bruce Gemmell (COO) and Sead Hamzagic (CFO). Below are brief biographies of each of the members of the board of directors and senior management.

Herbert Q. He, CEO and Director of Resulting Entity, CEO of Whistler Water and controlling shareholder of Resulting Entity

Herbert He, the current CEO of Whistler Water, will serve as CEO and a director of the Resulting Entity following the Transaction. Mr. He is a graduate from the Beijing Foreign Studies University in China in the 1980s and a law school graduate from the University of Windsor in Canada in the 1990s. As a licensed lawyer in China and Ontario, Canada, Mr. He has practiced business and commercial law and helped run business corporations in both countries. Mr. He was a founding Senior Vice President and board member of what is now China's largest private education company, with a multi-billion-dollar market cap on the NYSE.

Bruce Gemmell, President, Chief Operating Officer and Corporate Secretary of Resulting Entity

Mr. Gemmell is the current Chief Operating Officer of Whistler Water and will continue in that role with the Resulting Entity, in addition to taking on the roles of President and Corporate Secretary. At Whistler Water, Mr. Gemmell works to motivate and lead a team of 45 employees across Operations, Sales, Marketing, Finance and Administration functions. Mr. Gemmell is an experienced multi-faceted leader of cross functional teams delivering high performance, commercial and operational outcomes in both the consumer-packaged goods and sportswear industries.

Sead Hamzagic – Chief Financial Officer of Resulting Entity

Mr. Hamzagic is a Chartered Professional Accountant, with his public practice registered with CPA-BC, and currently serves as Chief Financial Officer and Director of Waterfront Capital, Canadian International Pharma Corp., Rainy Mountain Royalty Corp., International Bethlehem Mining Corp. and Magnum Goldcorp Inc. in addition to providing financial consulting services to a number of public and private companies. Mr. Hamzagic previously served as acting CFO of Clearly Canadian Beverage Corporation and as CFO of Naturally Splendid Enterprises Ltd.

Douglas Mason, Director of Resulting Entity and current CEO of Waterfront Capital

Douglas Mason is the former President and CEO of Clearly Canadian Beverage Corporation and has spent many successful years in the public and private financial arenas. Mr. Mason has been President and CEO of the Company since February 2006, and is President, Director and sole shareholder of Waterfront Capital Partners Inc. (a private investment and financial consulting company). Mr. Mason is currently on the board of directors and Chief Executive Officer for a number of private and publicly trading companies.

Brayden Sutton, Director of Resulting Entity

Mr. Sutton currently serves as President, Sutton Ventures Ltd and as Chairman of 1933 Industries Inc. Mr. Sutton co-founded and served as Executive Vice President for The Supreme Cannabis Company and was the Director of Business Development for Aurora Cannabis. Mr. Sutton has been an independent advisor and investor in the capital markets for 15 years and has personally raised and deployed over $100 million into the burgeoning cannabis sector.

Joshua Taylor, Director of Resulting Entity

Mr. Taylor is an accomplished sales professional and successful entrepreneur in the legal cannabis space with several years of experience in business development within the consumer packaged goods and pharmaceutical industries and is currently the director of business development with 1933 Industries Inc. Mr Taylor has experience in sales, marketing and business development roles for Red Bull's exclusive distributor, PurBrands Inc., the pharmaceutical industry and with one of the fastest growing natural food consumer-packaged food companies.

<u>Scott Ellis, Director of Resulting Entity</u>

Mr. Ellis is a seasoned corporate executive who most recently served for 15 years as Corporate Vice President of Grouse Mountain Resorts. This assignment followed a successful 23-year career in the beverage and hospitality industry with Molson Canada. Mr. Ellis's extensive experience has included leadership roles in sales and marketing, sport and entertainment, and corporate affairs.

Shareholder Approval and Sponsorship

The Transaction is not a Related Party Transaction (as defined in the rules and policies of the Exchange), no circumstances exist which may compromise the independence of Waterfront Capital or the interested parties (in particular, Waterfront Capital's directors and senior officers) with respect to the Transaction, no aspect of the Transaction requires the approval of shareholders of Waterfront Capital under applicable corporate and securities legislation, the Company is without active operations and is listed on the NEX board of the Exchange, and the common shares of Waterfront Capital will resume trading on completion of the Transaction. As such, subject to the consent of the Exchange, Waterfront Capital will not seek shareholder approval to complete the Transaction. Furthermore, Waterfront Capital has applied for an exemption from the sponsorship requirements; however, there is no assurance that Waterfront Capital will obtain this exemption.

Trading in the Company's shares will remain halted throughout the Transaction and the Company will issue further press releases regarding the Transaction as information becomes available.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Waterfront Capital should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

- On August 2, 2019, the Company announced that Joshua Taylor has been appointed as a Director of the Company. Mr. Taylor is an accomplished sales professional and successful entrepreneur in the legal cannabis space with several years' experience in business development within the consumer packaged goods and pharmaceutical industries who is currently the Director of Business Development with 1933 Industries. With sales, marketing and business development roles for Red Bull's exclusive distributor, PurBrands Inc., the pharmaceutical industry and with one of the fastest growing natural food CPG companies, Josh brings a wealth of hands on expertise to Waterfront Capital. Josh is a former NCAA student-athlete and professional golfer. Mr. Douglas Mason, Chief Executive Officer, states "The knowledge and expertise that Josh brings to Waterfront Capital further strengthens us in our pursuit of new business opportunities for the Company. I look forward to working with Josh to help guide Waterfront Capital's future." The Company also announces the resignation of Joseph Bleackley as a director.

- On March 18, 2019, the Company announced that it has entered into a letter of intent (the "LOI") dated March 5, 2019 with Whistler Water Inc. ("Whistler Water") providing for the reverse takeover of the Company by Whistler Water (the "Transaction"). The Transaction is an arm's length transaction. It is anticipated that following the Transaction the resulting entity (the "Resulting Entity") will be reclassified as a Tier 1 industrial issuer on the TSX Venture Exchange (the "Exchange" or "TSX-V").

  Following completion of the proposed Transaction, the Resulting Entity will hold all of the assets and continue the business of Whistler Water under the same operating management.

- On January 4, 2019, the Company announced that Mr. Corey Larricq has been appointed as a Director of the Company. Corey Larricq is a seasoned entrepreneur and business owner and brings years of expertise in business operations, management and business evaluation to the Waterfront Capital Board. As well, Mr. Larricq is an investor and active in the capital markets. Mr. Douglas Mason, Chief Executive Officer, states "We welcome Corey's years of business experience to the Waterfront Capital Board and I look forward to working with Corey as we pursue new business opportunities for the Company."

- December 10, 2018, the Company announced that Joseph Bleackley has been appointed as a Director of the Company. Mr. Bleackley is a capital markets professional who has built and led successful teams to achieve extraordinary results. As an entrepreneur with years of in-depth business development, investing and consultancy experience, he is currently serving as Chief Operating Officer for 1933 Industries Inc. (CSE:TGIF), Managing Partner for New Raven Capital Ltd. and President of Bleackley Ventures Ltd. Mr. Douglas Mason, Chief Executive Officer, states "The knowledge and expertise that Joseph brings to Waterfront Capital further strengthens us in our pursuit of new business opportunities for the Company. I look forward to working with Joseph to help guide Waterfront Capital's future." The Company also announces the resignations of Andrzej Kowalski and Mehrun Payravi as directors. Waterfront Capital wishes to thank Mr. Kowalski and Mr. Payravi for their dedication, contributions and service as members of the Company's Board of Directors.

- On November 15, 2018, the Company announced that Mr. Brayden Sutton has been appointed as a Director of the Company. Brayden Sutton has been a successful entrepreneur and an active investor in the capital markets for over 15 years. Brayden operates a wholly-owned merchant bank and has deployed over $100 million dollars into the cannabis sector dating back to 2013. As well, he co-founded and served as the Executive Vice President for Supreme Pharmaceuticals, now called The Supreme Cannabis Company Inc. (TSXV: FIRE), and in 2015 became Director of Business Development for Aurora Cannabis Inc. (TSX: ACB & NYSE: ACB). Brayden has had notable success finding quality companies and teams early, and he has been on the forefront of many large transactions in the cannabis space. Brayden is also the founder of Cannabis Health Sciences Inc. and the Cannabis Health Journal, which made its debut in 1999. He is now the President and CEO of 1933 Industries Inc. (CSE: TGIF), which owns and operates the very first licensed cannabis cultivation and processing facility in Las Vegas, Nevada. Mr. Douglas Mason, Chief Executive Officer, states "Brayden has the credentials and the vision to lead the Company forward and to manage potential new business opportunities and to raise capital to support such plans. I look forward to working with Brayden to help guide Waterfront Capital's future."

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the nine months ended September 30, 2019, compared with the nine months ended September 30, 2018. The Management's Discussion and Analysis should be read in conjunction with the Company's financial statements and the accompanying notes for the nine-month period ended September 30, 2019.

For the three-month period ended September 30, 2019:

Net loss for the period

The Company had a net loss for the three-month period ended September 30, 2019 of $65,019 (2018 - $80,336). The net decrease of $15,317 in the net loss for the three-month period ended compared to the three-month period ended September 30, 2018 was primarily due to a decrease in all general and administrative expenses and a decrease in other income as noted below.

Other Items

During the three-month period ended September 30, 2019, the Company reported income of $617 compared to income of $2,383 in the three-month period ended September 30, 2018 from other sources of income and other expenses. Items that caused the $1,766 decrease change in other items are noted in the following:

- Other income of $1,315 (2018 - $3,255) decreased by $1,940 primarily due to interest on the Water Street loan receivable balance.

- Unrealized Loss on investments of $698 (2018 - $872) decreased by $174 due to the fair market value of marketable securities on held. The Company holds certain securities in related parties.

Operating Expenses

General and administrative expenses of $65,636 (2018 - $82,719) are primarily comprised of consulting, administrative, professional fees, transfer agent fees and filing fees, rent, share-based payments and general office expenses. The net decrease was $17,083 when compared to the three-month period ended September 30, 2018. Items that caused the net decrease are noted in the following:

In comparison to the three-month period ended September 30, 2018:

- Consulting fees of $26,500 (2018 - $31,000) decreased by $4,500 and was mainly due to consulting fees in 2018 in valuating Water Street Profile Services Inc. for a possible acquisition of all of its shares.
- Office and miscellaneous of $1,726 (2018 - $5,088) decreased by $3,362 due to the timing of invoices received.
- Professional fees of $20,112 (2018 - $27,809) decreased by $7,697 due to due diligence on Waterstreet Profile Service Inc. in the prior year.
- Regulatory and transfer agent fees of $5,877 (2018 - $6,272) remained fairly consistent.
- Rent of $5,954 (2018 - $5,954) remained fairly consistent.
- Travel of $nil (2018 - $99) remained fairly consistent.
- Wages and benefits of $5,467 (2018 - $6,497) decreased by $1,030 mainly due to the timing of employee benefits paid under the Company's health and welfare benefits plan.

For the nine-month period ended September 30, 2019:

Net loss for the period

The Company had a net loss for the nine-month period ended September 30, 2019 of $203,737 (2018 - $269,781). The net decrease of $66,044 in the net loss for the nine-month period ended compared to the nine-month period ended September 30, 2018 was primarily due to a decrease all general and administrative expenses and an increase in other income as noted below.

Other Items

During the nine-month period ended September 30, 2019, the Company reported a gain of $4,640 compared to loss of $1,063 in the nine-month period ended September 30, 2018 from other sources of income and other expenses. Items that caused the $5,703 net change in other items are noted in the following:

- Other income of $4,466 (2018 - $4,343) remained fairly consistent and is due to interest on the Water Street loan receivable.
- Unrealized gain on investments of $174 (2018 loss - $5,406) increased by $5,580 due to market values of securities held. The Company holds certain securities in related parties.

Operating Expenses

General and administrative expenses of $208,377 (2018 - $268,718) are primarily comprised of consulting, administrative, professional fees, transfer agent fees and filing fees, rent and general office expenses. The net decrease was $60,341 when compared to the nine-month period ended September 30, 2018. Items that caused the net decrease are noted in the following:

In comparison to the nine-month period ended September 30, 2018:

- Consulting fees of $79,500 (2018 - $124,250) decreased by $44,750 and was mainly due to external consulting fees including valuating Water Street Profile Services Inc. for a possible acquisition of all of its shares.
- Office and miscellaneous of $15,411 (2018 - $16,963) remained fairly consistent.
- Professional fees of $65,007 (2018 - $71,918) decreased by $6,911 due to due diligence on Waterstreet Profile Service Inc. in the prior year.

- Regulatory and transfer agent fees of $14,799 (2018 - $17,355) decreased by $2,556 due to regulatory fees on the contemplated transactions with Waterstreet Profile Service Inc.
- Rent of $17,863 (2018 - $17,863) remained fairly consistent.
- Travel of $nil (2018 - $908) remained fairly consistent.
- Wages and benefits of $15,797 (2018 - $19,461) decreased by $3,664 mainly due to the timing of employee benefits paid under the Company's health and welfare benefits plan.

OFF BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

See discussion under "PERFORMANCE SUMMARY"

SUMMARY OF QUARTERLY RESULTS

The following is a summary of quarterly results of the Company for the eight most recently completed financial quarters ended June30, 2019:

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Total assets	$ 114,944	$ 129,584	$ 202,042	$ 264,728
Working capital	36,915	101,934	177,483	240,652
Shareholders' equity	36,915	101,934	177,483	240,652
Total Revenue (loss)	617	1,543	1,608	(802)
Operating expenses	65,636	77,964	64,777	236,409
Net loss and comprehensive loss	(65,019)	(75,549)	(63,169)	(238,082)
Basic loss per share	(0.00)	(0.00)	(0.00)	(0.01)
Diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)
	September 30, 2018	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**
Total assets	$ 505,655	$ 582,152	$ 689,225	$ 507,118
Working capital (deficit)	478,734	559,070	667,391	484,515
Shareholders' equity (deficit)	478,734	559,070	667,391	484,515
Total Revenue	3,255	986	102	5
Operating expenses	82,719	108,261	77,738	327,307
Net loss and comprehensive loss	(80,336)	(108,321)	(81,124)	(327,302)
Basic loss per share	(0.00)	(0.00)	(0.00)	(0.01)
Diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)

SELECTED ANNUAL INFORMATION

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Revenues	-	-	-
Operating income (loss)	(505,127)	(516,001)	(225,767)
Net income (loss) and comprehensive income (loss)	(507,863)	(515,505)	(225,948)
Basic loss per share	(0.01)	(0.02)	(0.01)
Diluted loss per share	(0.01)	(0.02)	(0.01)
Total assets	264,728	507,118	113,406

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. Currently, general and administrative expenses amount to approximately $25,000 per month.

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. On October 13, 2017 closed on a $880,000 private placement and on January 26, 2018 received proceeds of $264,000 on the exercise of warrants. Further financing may be required to cover the Company's long-term 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 September 30, 2019, the Company had working capital of $36,915 compared to $240,652 as at December 31, 2018. As at September 30, 2019, the Company had cash of $25,154 compared to cash of $144,183 as at December 31, 2018.

Net cash used in operating activities for the period ended September 30, 2019 was $144,521 compared to $264,539 for the same period in the prior year.

Net cash provided by (used in) investing activities for the period ended September 30, 2019 was $25,492 (2018 – ($100,000)).

Net cash provided by financing activities for the period ended September 30, 2019 was $nil compared to $264,000 for the same period in the prior year, consisting of $nil (2018 - $264,000) from proceeds on issuance of shares from proceeds on issuance of shares.

TRANSACTIONS WITH RELATED PARTIES

(a) Included in accounts payable at September 30, 2019 is $28,179 (December 31, 2018 - $1,050) due to companies controlled by directors, former directors and/or companies with certain directors in common.

Name of Company/Director	Directors/Officers	September 30, 2019	December 31, 2018
Beachfront Enterprises Limited Partnership	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason	$ 2,084	$ -
Corey Larricq (director's fee)	Corey Larricq	500	-
Joshua Taylor (director's fee)	Joshua Taylor	500	-
Sead Hamzagic, Inc. (financial consulting fees)	a company controlled by a director, namely, Sead Hamzagic	7,875	-
Sutton Ventures Ltd. (consulting fees)	a company controlled by a director, namely, Brayden Sutton	7,875	-
Waterfront Capital Partners Inc. (consulting fees)	a company controlled by a director, namely, Douglas L. Mason	7,875	-
Waterfront Communications Inc.	a company with certain directors in common, namely, Douglas L. Mason and Sead Hamzagic	1,470	1,050
		$ 28,179	$ 1,050

b) During the period ended September 30, 2019, 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 $15,797 (September 30, 2018 - $19,461) and shared expenses in the amount of $10,270 (September 30, 2018 - $14,223).

(c) During the period ended September 30, 2019, the Company recovered, 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	September 30, 2019	September 30, 2018
Waterfront Capital Partners Inc. (formerly Criterion Capital Corporation) (consulting fees)	Douglas L. Mason	22,500	22,500
Sead Hamzagic, Inc. (consulting fees)	Sead Hamzagic	22,500	22,500
Andrzej Kowalski (director's fee)	Andrzej Kowalski (former director)	-	2,500
Mehrun Payravi (director's fee)	Mehrun Payravi (former director)	-	1,500
Joshua Taylor (director's fee)	Joshua Taylor	500	-
Joseph Bleackley (director's fee)	Joseph Bleackley	1,000	-
Corey Larricq (director's fee)	Corey Larricq	1,500	-
Sutton Ventures Ltd. (consulting fees)	Brayden Sutton	22,500	-
Beachfront Enterprises Limited Partnership (rent)	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason	17,863	17,863

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.

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 will 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 period ended September 30, 2019. The Company is not subject to externally imposed capital requirements.

The Company expects to raise sufficient capital to carry its corporate and administrative services and operations through its current operating year.

FINANCIAL INSTRUMENTS

Fair value

The Company classifies its cash and investments as fair value through profit or loss; accounts receivable and loan receivable at amortized cost; and accounts payable and accrued liabilities at amortized cost.

The carrying values of accounts receivable, loan receivable and 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 September 30, 2019 and December 31, 2018 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
June 30, 2019				
Cash	$ 25,154	$ 25,154	$ -	$ -
Investments	$ 872	$ 872	$ -	$ -
December 31, 2018				
Cash	$ 144,183	$ 144,183	$ -	$ -
Investments	$ 698	$ 698	$ -	$ -

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, investments, accounts receivable, and loan receivable.

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

Credit risk with respect to accounts receivable and loans receivable has been assessed as low from management, as the Company has strong working relationships with the parties involved and its loan receivable is secured against a general security agreement.

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

	September 30, 2018	December 31, 2018
Bank accounts	$25,154	$ 144,183
Investments	872	698
Accounts receivable	2,631	10,962
Loan receivable	82,288	103,518
	$110,945	$ 259,361

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 September 30, 2019, the Company had accounts payable and accrued liabilities of $78,029 (December 31, 2018 - $24,076). Based on the current funds held as at September 30, 2019, the Company will need to rely upon financing from shareholders and/or debt holders to obtain sufficient working capital to proceed with a proposed acquisition. 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:

September 30, 2019			
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	$ 49,850	$ 28,179	$ 78,029

December 31, 2018			
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	$ 23,026	$ 1,050	$ 24,076

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 is not exposed to significant interest rate risk.

(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 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
At each reporting period, assets, including accounts receivable and investments, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates and future operating performance.

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

A number of new standards, amendments to standards and interpretations have been applied in preparing these financial statements. None of these had a material effect on the financial statements of the Company.

Accounting pronouncements adopted on January 1, 2019

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, Leases, which would replace IAS 17, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company adopted this standard on January 1, 2019, the date of initial application. The adoption of IFRS 16 did not have an impact on the Company's financial statements.

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 October 28, 2019:

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:
44,684,906 common shares with a stated value of $ 9,891,279

c) Outstanding incentive stock options:

Number of Options	Exercise Price	Expiry Date
33,000	$ 0.12	January 19, 2020
2,840,000	$ 0.10	October 13, 2022
2,873,000		
2,873,000		Exercisable

d) Outstanding warrants: nil

e) Shares in escrow or pooling agreements: nil

OFFICERS AND DIRECTORS

Douglas L. Mason, President, CEO and Director (Chairman)
Sead Hamzagic, CFO and Director
Brayden Sutton, Director
Joshua Taylor, Director
Corey Larricq, Director