

**DATINVEST INTERNATIONAL LTD.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**For the Three Months Ended March 31, 2017**

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This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial condition of Datinvest International Ltd. (the "Company") during the three months ended March 31, 2017. Management of the Company has prepared this MD&A as of May 25, 2017.

This MD&A is a complement and supplement to the unaudited condensed interim financial statements for the three months ended March 31, 2017 and the audited financial statements and notes for the year ended December 31, 2016. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Both can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Statements**

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerable from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. The Company assumes no obligation to update its forward-looking statements to reflect results, changes in assumptions or changes in other factors affecting such statements. Additional information related to Datinvest International Ltd. is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

**The Company**

The Company has no business or operations and continues to be designated as "Inactive" by the TSX Venture Exchange since September 28, 2001. The Company is currently reviewing new projects. The Company's shares are trading under the symbol DAI.H and are regulated by the NEX polices.

On June 26, 2013, the Company signed a letter of intent (the "LOI") with Cerro Mining Corp. ("Cerro") regarding their mutual intention to enter into a business combination. It is contemplated that the business combination will take place by way of a plan of arrangement under the British Columbia *Business Corporations Act* or other statutory procedure (the "Transaction") whereby the security holders of Cerro and the Company will each hold 50% equity ownership of the resulting issuer. The final structure of the Transaction is subject to the mutual agreement of the parties, acting reasonably, following their receipt of final tax, corporate, securities law and financial advice.

Key terms of the Transaction are summarized as follows:

- The board of directors of the Resulting Issuer is expected to consist of five individuals, the names of whom will be specified in the definitive agreement. Two of the directors will be nominated by the current board of directors of Cerro, two will be nominated by the Company, and the final director will be nominated jointly by Cerro and the Company. The officers of the Resulting Issuer will be agreed to in the definitive agreement.
- The Company advanced the sum of \$25,000 to Cerro (the "Loan"). The Loan is secured by certain of Cerro's currently-held marketable securities.
- Concurrent with the closing of the Transaction, Cerro will be required to complete a financing raising gross proceeds of not less than \$100,000 and at a price not less than \$0.05 per unit. It is expected that such financing will be a private placement.
- Concurrent with the closing of the Transaction, Cerro will be required to enter into debt settlement agreements so that Cerro's debts are not more than \$90,000 plus such amounts agreed to by Cerro and the Company to a maximum of \$120,000 (the "Debt Cap"). Promissory notes that Cerro has entered into and announced via news release are not subject to the Debt Cap and, accordingly, will not be reduced.

The Transaction is subject to a number of conditions including, but not limited to, each party's completion of due diligence, the execution of a definitive agreement between Cerro and the Company, TSX Venture Exchange (TSX-V) approval and receipt of the requisite approvals of the shareholders of both parties.

The Transaction is a non-arm's length transaction for the purposes of the TSX-V as the parties have a common director, being Jason Birmingham. Mr. Birmingham holds 600,000 shares of Cerro, representing 3.50% of the issued and outstanding common shares of Cerro. Mr. Birmingham holds 818,000 shares of the Company, representing 4.13% of the issued and outstanding common shares.

The parties will use their best efforts to settle and execute the Definitive Agreement on or before July 26, 2013. On July 25, 2013, the Company and Cerro signed an amended and restated LOI extending the settlement and execution date to August 25, 2013. The Company and Cerro on August 26, 2013 agreed to extend this date to September 24, 2013.

On September 25, 2013, the Company and Cerro announced that the letter of intent has expired and have mutually decided not to move forward with the proposed business combination. The Company decided that the \$25,000 loan due on December 31, 2013 as uncollectible and the amount was written off during the year ended December 31, 2013.

On June 26, 2014, the Company advanced \$12,280 to Cerro; the amount is unsecured, bears no interest and is due on demand. On March 27, 2015 the Company advanced \$35,000 to Cerro the amount is due on demand, bears no interest; the amount and all previous advances are secured by all of the assets of Cerro. The Company wrote off the advances for total amount of \$47,280 during the year ended December 31, 2016.

On July 5, 2016, Sean Davis was appointed Company's President and Chief Executive Officer, replacing Balraj Mann; Kyle Stevenson was appointed Company's Chief Financial Officer, replacing Edward Low; and Wayne Yuen and Alicia Milne resigned as Directors of the Company.

On August 26, 2016, the Company entered into a promissory note agreement with Agri Leaf International Ltd. ("Agri Leaf"). The Company advanced \$15,000 to Agri Leaf, the amount bears 5% interest per annum and is due on August 26, 2017.

On November 16, 2016, the Company entered into a promissory note agreement with Agri Leaf. The Company advanced \$20,000 to Agri Leaf, the amount bears 5% interest per annum and is due on November 16, 2017.

## **Results of Operations**

### **Results of Operations for the three months ended March 31, 2017 and 2016**

The net loss for the three months ended March 31, 2017 was \$19,918 compared to \$16,538 for the same period in 2016, representing an increase of \$3,380.

The net losses during the three months ended March 31, 2017 and 2016 are summarized below:

	2017	2016
Bank charges and interest	\$ 73	\$ 58
Management fee	-	7,500
Consulting fee	15,000	-
Office	-	6,591
Professional fees	208	1,500
Transfer agent & filing fees	5,069	889
Interest income	(432)	-
<b>Net loss for the year</b>	<b>\$ 19,918</b>	<b>\$ 16,538</b>

## **Summary of Quarterly Results**

	2017		2016				2015	
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Loss for the Period before extraordinary items	\$ 19,918	\$ 99,538	\$ 18,128	\$ 60,766	\$ 16,538	\$ 28,566	\$ 17,221	\$ 25,207
Basic Loss per Share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Diluted Loss per Share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Loss for the Period	\$ 19,918	\$ 99,538	\$ 18,128	\$ 60,766	\$ 16,538	\$ 28,566	\$ 17,221	\$ 25,207
Basic Loss per Share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Diluted Loss per Share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

*The December 31, 2016 loss included a write-off of \$22,210 resulting from uncollectable historical GST receivables and \$47,280 write-off of Cerro loans receivable.*

## **Liquidity and Capital Resources**

### **Working Capital**

As at March 31, 2017, the Company had a working capital surplus of \$150,990 (December 31, 2016: \$170,908) and deficit of \$3,194,509 (December 31, 2016: \$3,174,591).

The Company has no commitment for capital expenditures as of May 25, 2017.

### **Cash and Cash Equivalents**

On March 31, 2017, the Company had cash of \$145,696 (December 31, 2016 - \$162,841).

### **Cash Used in Operating Activities**

Cash used by operating activities during the three months ended March 31, 2017 was \$17,145 (2016: \$16,610) due to the operating expenditures. Cash was mostly spent on management fees, consulting fees, professional fees, office, and transfer agent and filing fees.

### **Going Concern**

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern as at March 31, 2017, the Company had not yet achieved profitable operations, has accumulated losses of \$3,194,509 since its inception, a working capital surplus of \$150,990 (December 31, 2016: \$170,908) and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they become due.

### **Off-Balance Sheet Arrangements**

The Company is not committed to any off-balance sheet arrangements.

### **Financing Activities**

The Company did not carry out any financing activities during the periods ended March 31, 2017 and 2016.

### **Outstanding Share Data**

The authorized capital of the Company consists of unlimited number of common shares without par value. As of date of this MD&A, there were 19,793,100 common shares issued and outstanding.

### **Proposed Transactions**

There are no proposed transactions that the Company has not previously disclosed.

### **Critical Accounting Estimates, Judgments and Uncertainties**

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

### **Critical Accounting Estimates and Assumptions**

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year.

### **Critical Accounting Judgments**

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

#### *Recovery of deferred tax assets*

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

### **Transactions with Related Parties**

During the period ended March 31, 2017 the Company was charged \$nil (2016: \$7,500) for management fees, \$nil (2016: \$1,500) for accounting services and \$nil (2016: \$6,591) for rent and office by its former directors. At March 31, 2017, the Company owed \$nil to related parties (2016: \$3,000).

### **Recent Accounting Pronouncements**

#### **New or revised standards and amendments to existing standards not yet effective**

- New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, “Financial Instruments: Recognition and Measurement.” IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. This standard is effective for years beginning on or after January 1, 2018.

- IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”). The IASB issued IFRS 15, Revenue from Contracts with Customers, which provides a single principle-based framework to be

applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

- IFRS 16 was issued in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard is effective for reporting periods beginning on or after January 1, 2019.

The Company is currently assessing the impact that these standards will have on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

### **Management Responsibility**

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and Management Discussion and Analysis (MD&A), is complete and reliable.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that they are operating effectively. It is important to recognize that the Company has very limited administrative staffing. As a result, internal controls which rely on segregation of duties in many cases are not appropriate or possible. The Company relies heavily on senior management review and approval to ensure that the controls are as effective as possible.