This following management's discussion and analysis ("**MD&A**") for Brisio Innovations Inc. was prepared by management based on information available as at May 30, 2018. It should be reviewed together with the unaudited condensed interim consolidated financial statements for the quarter ended March 31, 2018 (the "**Interim Financial Statements**"), and the MD&A and audited annual consolidated financial statements for the year ended December 31, 2017. The Company's quarterly unaudited condensed interim consolidated financial statements and the year-end audited annual consolidated financial statements are filed on SEDAR and are available for review at www.sedar.com.

As used in this MD&A, the terms "we", "us", "our", "Brisio", "the Group" and "our Company" mean Brisio Innovations Inc. and our subsidiaries, Green River Petroleum (USA) Inc., a Washington corporation, and Netco Argentina S.A., an Argentinean corporation unless the context clearly requires otherwise.

Unless otherwise noted, all dollar amounts are expressed in Canadian dollars ("**C$**" or "**$**") and any references to common shares are to common shares in the capital of Brisio Innovations Inc., unless the context clearly requires otherwise.

## Forward-Looking Statements

Certain information in this MD&A and the documents incorporated by reference contain forward-looking statements, which includes forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", or "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks described in the section titled "Risk Factors" commencing on page 11 of this MD&A, that may cause the Company's or the industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits we will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company and its subsidiaries; investment objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for our products; our plans for, and results of, exploration and development activities; our treatment under governmental regulatory and tax laws; competitive advantages; business prospects and opportunities; costs and timing of developmental new projects; our management's assessment of future plans and operations; our anticipated liquidity and various matters that may impact such liquidity; and requirements for additional capital.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested in this MD&A. These assumptions, which include: management's current expectations; estimates and assumptions about certain projects and the markets we operate in; the global economic environment; interest rates; the successful and timely implementation of capital projects; our ability to generate sufficient cash flow from operations to meet our current and future obligations and other risks and uncertainties described from time to time in the filings we make with securities regulatory authorities; the impact of increasing competition; our ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability of the operator of the projects in which we have an interest to operate the field in a safe, efficient and effective manner; future commodity prices; currency, exchange and interest rates; taxes and environmental matters in the jurisdictions in which we operate may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking information and statements, including, but not limited to: the failure of the Company to execute our business plans; general economic conditions as they affect us; risks arising from our operations generally; competition; accuracy of cost estimates; fluctuations in product supply and demand; risks associated with technology and its application to our business; changes in the applicable regulatory framework, including changes in regulatory approval process and land–use designations, tax, environmental, and other laws or regulations, or changes associated with compliance; the loss of key management employees; our ability to control our operating costs, general administrative and other expenses; other factors beyond our control; insufficient investor interest in our securities which may impact on our ability to raise additional financing as required; and those factors described in the section titled "Risk Factors" in this MD&A.

The forward-looking information is based on the estimates and opinions of our management at the time they are made. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Readers of this MD&A are cautioned not to rely on these forward-looking information and statements. The forward-looking information in this MD&A is made as of May 30, 2018 and the Company assumes no obligation to update or revise them to reflect new events or circumstance, except as required by law.

**Description of Business**

Brisio is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. The Company's common shares are listed on the Canadian Securities Exchange (the "**CSE**") under the symbol "BZI".

Our management's primary objective is to identify and secure innovative investment opportunities.

**Overall Performance**

For the three-month period ended March 31, 2018, the Company had a net loss of $931,199 (2017 – net income $621,717), had working capital $322,256 (December 31, 2017 – deficit of $156,599) and an accumulated deficit at March 31, 2018 of $19,487,869 (December 31, 2017 – deficit of $18,556,670). These circumstances lend significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon earning sufficient returns on its investments and upon obtaining additional financing. The outcome of these matters cannot be predicted at this time.

Brisio invests its capital in companies and opportunities which management believes are undervalued in order to build a portfolio of investments.

In 2007, the Company acquired and continues to retain a 7.5% working interest in undeveloped leases in the Columbia River Basin of south central Washington. As of March 31, 2018, the Company has an interest in approximately 4 undeveloped gross mineral acres. As a consequence of negative results from two unsuccessful exploratory gas wells, the Company has written off the value of the Columbia River Basin properties.

## Quarterly Financial Information

The following table contains a summary of our financial results for the three-month period ended March 31, 2018 and 2017:

| | Three-month Ended March 31 | |
|---|---|---|
| **(C$)** | **2018** | **2017** |
| Gross Revenues | 0 | 0 |
| Net Income (Loss) for the quarter | (931,199) | 621,747 |
| Basic and Diluted Net Income (Loss) per Share | (0.01) | 0.03 |
| Total Assets | 4,485,019 | 6,390,666 |
| Total Long-Term Financial Liabilities | 0 | 0 |

The discussion and analysis of our financial condition and results of operations is based on our Interim Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Application of IFRS requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the revenues and expenses reported during the period. Changes in these estimates, judgments and assumptions will occur as a result of future events, and accordingly, actual results could differ from amounts estimated. Our reporting currency is Canadian dollars.

### Discussion of Operations and First Quarter

***Three-month period ended March 31, 2018 compared to the three-month period ended March 31, 2017:***

Brisio had a net loss during the three-month period ended March 31, 2018 of $931,199 compared to a net income of $621,717 for the same period in 2017. The decreased income is primarily due to the unrealized loss on investments of $1,074,983 compared to an unrealized gain on investments of $663,857 in 2017.

General and administrative expenses decreased to $58,701 for the three-month period ended March 31, 2018 compared to $72,850 for the same period in 2017. The decreased general and administrative expense is partially due to decreased transfer agent and filing fees of $3,899 compared to $23,824 in 2017. In 2017, the Company accrued $20,500 (US$15,000) for US Securites filing fees. Professional fees increased to $20,036 compared to $14,088 in the same period in 2017. The Company had a foreign exchange gain of $946 in the three-month period ended March 31, 2018 compared to a loss of $267 for the same period in 2017.

The unrealized loss on investments was $1,074,983 for the three-month period ended March 31, 2018 compared to an unrealized gain of $663,857 for the same period in 2017.

Share capital increased to $22,542,280 as of March 31, 2018 from $21,539,936 at December 31, 2017, primarily as a result of closing a financing on January 15, 2018 of 5,000,000 units (each, a "**Unit**") at a price of $0.20 per Unit for gross proceeds of $1,000,000 and 9,375 warrants being exercised at $0.25 per share for gross proceeds of $2,344.

The Company adopted IFRS 9 – Financial Instruments on January 1, 2018. The adoption of the standard was applied retrospectively and the opening balance sheet as of January 1, 2017 was adjusted.

On transition to IFRS 9, the Company's financial assets were classified into the following categories:

- FVTPL – Cash and cash equivalents, convertible notes and investments

- FVOCI – None
- Amortized Cost – Accounts receivable

The only change in classification was to the Company's investments which were previously classified as Available for Sale. Since the AFS classification already required the investments to be recorded on the balance sheet at fair value there was no adjustment to the carrying value of the investments. The change in classification will result in past and future unrealized gains and losses on the Company's investments being recorded in profit and loss before tax instead of in other comprehensive invoice and loss net of tax. The accumulated unrealized gains and losses on the Company's investments will be included in retained earnings/deficit instead of accumulated other comprehensive income/loss.

The only impact of the adoption to the transition balance sheet at January 1, 2017 was to transfer the balance of AOCI of $2,269,855 to deficit resulting in a change to the deficit from $19,169,999 to $16,900,144.

The impact of the retrospective application of IFRS 9 resulted in the following adjustments to net income previously reported for the quarter ended March 31, 2017:

| | |
|---|---|
| Net income previously reported | $44,161 |
| Change to DIT recovery | (86,301) |
| Unrealized gain on FVTPL | 663,857 |
| | 621,717 |

The retrospective application also resulted in an increase to basic and diluted earnings per share of $0.02 per share.

As of March 31, 2018, the Company has the following investments:

| Name | # of Shares | # of Warrants | Value |
|---|---|---|---|
| Lite Access Technologies Inc. | 319,099 | - | $389,301 |
| Pioneering Technologies | 1,021,300 | - | $408,520 |
| Renoworks Software Inc. | 137,000 | - | $26,030 |
| NAMSYS Inc. | 120,000 | - | $60,000 |
| Allur Group | 523,332 | - | $78,500 |
| ImmunoPrecise Antibodies | 2,300,000(1) | - | $1,357,000 |
| Total Telcom Inc. | 340,000 | - | $71,400 |
| Gatekeeper Systems Inc. | 750,000 | 375,000(2) | $72,430 |
| Vigil Health Solutions | 750,000 | - | $427,500 |
| Innovotech Inc. | 112,000 | - | $10,080 |
| Atlas Engineered Products | 500,000 | - | $205,000 |
| Ironwood Capital | 200,000 | | $40,000 |
| **Total Investments** | | | **$3,145,761** |

(1) The Company had 650,000 warrants of ImmunoPrecise Antibodies. Each warrant entitled the Company to acquire one additional ImmunoPrecise share at a price of $0.30 per share until March 16, 2018. In the first quarter of 2018, these warrants were exercised.

(2) each warrant entitles the Company to acquire one additional Gatekeeper Systems Inc. share at a price of $0.30 per share until April 28, 2019.

On August 9, 2017, the Company completed an investment in Atlas Engineered Products Ltd. (**"Atlas**"). The Company subscribed for a convertible note in the principal amount of $97,500 (the "**Convertible Note1**"). The Convertible Note1 earned interest at a rate of 5% per annum, calculating and accruing daily from the date of issue, payable in arrears on an annual basis commencing on August 9, 2017. Such interest shall be paid in Canadian currency or common shares in accordance with the terms.

In the event that Atlas completes a reverse takeover to list on stock exchange ("**Pubco2**"), the principal amount of the Convertible Note1 will be convertible into 487,500 units of Pubco2 issued at a price of $0.20 per unit. Each Unit will consist of one common share of Pubco2 (a "**Pubco2 Share**") and one share purchase warrant ("**Pubco2 Warrant**"). Each Pubco2 Warrant will entitle the Company to acquire one additional Pubco2 Share at a price of $0.40 per share for a period of twelve (12) months from the date of issue of the Pubco2 Warrants.

On December 12, 2017, the Company received a promissory note from Nanalysis Corp. ("**Nanalysis**") for advancing a principal amount of $100,000 (the "**Convertible Note2**"). The purpose of the Convertible Note2 is to assist Nanalysis with a proposed business combination (the "**Transaction**"), with the combined entity after giving effect to the Transaction being the resulting issuer (the "**Resulting Issuer**"). The Convertible Note2 earns simple, non-compounding interest at a rate of 11% per annum. If the Transaction closes, the principal amount plus accrued interest shall be exchangeable into Resulting Issuer shares at a price of $0.75 per unit, with each unit consisting of one common share of the Resulting Issuer and one share purchase warrant of the Resulting Issuer. Each warrant will entitle the Company to purchase one additional common share of the Resulting Issuer at $1.00 per share for a period of twelve months from the date of issue. If the Transaction does not close, the principal amount plus accrued interest shall be due and payable in full on July 1, 2021.

Nanalysis will make equal monthly payments on the principal amount outstanding plus accrued interest on the first day of every month of each year, commencing on July 1, 2018. Nanalysis may at any time prepay the principal amount plus accrued interest thereon, in whole or in part without notice of penalty. Until the principal amount plus accrued interest is paid back, the Company, may, at its option from time to time, elect to have the unpaid principal amount plus accrued interest, or a portion thereof, repaid by Nanalysis by issuing class A common shares at a price of $0.25 per share.

On January 15, 2018, the Company closed a non-brokered private placement financing of 5,000,000 units (each, a "**Unit**") at a price of $0.20 per Unit for gross proceeds of $1,000,000. Each Unit consists of one common share of the Company (each, a "**Share**") and one-half of one share purchase warrant (each, a "**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one additional Share at a price of $0.30 per Share for a period of two years. In the event that the average closing price is equal to or greater than $0.45 per Share for a period of twenty consecutive trading days, the Company may accelerate the expiry date of the Warrants to a date that is thirty days after the notice of completion of such period.

On January 22, 2018, 9,375 warrants were exercised at price of $0.25 per share for total proceeds of $2,344.

In March 2018, the Company signed a definitive share purchase agreement (the "**Definitive Agreement**") with NameSilo, LLC ("**NameSilo**") whereby the Company has agreed to acquire all of the issued and outstanding securities of NameSilo (the "**Transaction**"). With a priority of no interruption to existing customers or NameSilo's growth trajectory, the Transaction will not impact the existing operations of NameSilo and the founders, who are also the owner/operators of NameSilo and who will continue in their current roles and continue operating the business. Further, there are no planned changes to the system infrastructure or operational policies of the business.

NameSilo is a low-cost provider of domain name registration and management services, and is an ICANN-accredited registrar. NameSilo is a high growth registrar with nearly 1.5 million domains under management, and over 85,000 customers from approximately 160 countries. According to RegistrarOwl.com, which provides domain registrar industry statistics from ICANN, NameSilo is the 6th-fastest growing registrar in the world based on percentage growth of new registrations, and 6th-fastest growing registrar in the world when based on net new registrations, behind household names such as Google, GoDaddy and Alibaba. NameSilo recorded approximately US$11.1 million in annual recurring billings in 2017 up from US$6.9 million in 2016. It has grown its domain names under management from approximately 745,000 domains at the beginning of 2017 to over 1.35 million today, a growth rate of over 65% versus industry averages of approximately 7%. Additionally, NameSilo maintains a customer retention rate of approximately 87%.

Under the terms of the Definitive Agreement, the Company will acquire all of the securities of NameSilo and, in consideration of which, the Company will pay a total of US$9,511,500 (the "**Purchase Price**") to the members of NameSilo (the "**NameSilo Members**"). The closing of the Transaction is anticipated to be July 2, 2018. Further, NameSilo Members will be entitled to certain earnout payments provided that the business achieves a specified EBITDA. All earnout payments will be made no later than August 15, 2018 and will be payable in cash and shares. After completion of the Transaction, the Company intends to spin-out NameSilo as a separately listed entity on a Canadian stock exchange. The board of directors of the Company will provide further details on the proposed spin-out on closing of the Transaction.

The Transaction is subject to customary conditions contained in the Definitive Agreement as well as approval of the stock exchange, and the Company completing sufficient financing to satisfy the Purchase Price. If the Company is unable to close the transaction, the Company will be required to pay a break fee to NameSilo.

On March 27, 2018, the Company announced its intention to complete a non-brokered private placement financing of a minimum of 18,571,428 shares at a price of $0.35 per share for gross proceeds of a minimum of $6,500,000. The Company may pay a fee in cash and/or share purchase warrants in connection with this non-brokered private placement financing. The proceeds will be used for the Company's acquisition of NameSilo LLC and working capital purposes.

## Summary of Quarterly Results

The following table presents selected unaudited consolidated financial information for the last eight quarters:

| | 2018 | 2017 | | | | 2016 | | |
|---|---|---|---|---|---|---|---|---|
| (C$) | Q1 | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 | Q2 |
| Gross Revenues | - | - | 15 | 31 | - | 423 | 2,146 | 1,825 |
| Net Income (Loss) for the Period | (931,199) | 177,029 | 10,603 | (47,717) | 44,161 | 1,906,310 | (13,180) | (51,181) |
| Basic & Diluted Income (Loss) per Share | (0.01) | 0.01 | 0.00 | 0.00 | 0.01 | 0.07 | 0.00 | 0.00 |

## Liquidity and Capital Resources

Cash and cash equivalents at March 31, 2018 totaled $469,786 compared to $49,145 as at December 31, 2017.

As of March 31, 2018, the Company had a working capital of $322,255 compared to a working capital deficit of $156,599 as at December 31, 2017.

At March 31, 2017, the Company had a cash and cash equivalents balance of $469,786, accounts receivable of $9,964 and goods and services tax recoverable of $7,597 to settle current liabilities of $142,658.

The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. The outcome of these matters cannot be predicted at this time. These circumstances lend significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

On January 17, 2017, the Company closed a non-brokered private placement financing of 5,332,834 Units at a price of $0.15 per Unit, for gross proceeds of up to $799,925.

In the first quarter of 2017, the aggregate of 1,818,331 warrants were exercised at a price of $0.15 per share for gross proceeds of $272,750.

In the second quarter of 2017, the aggregate of 20,000 warrants were exercised at a price of $0.15 per share for gross proceeds of $3,000.

On September 6, 2017, the aggregate of 275,000 options were exercised for gross proceeds of $37,500.

On January 15, 2018, the Company closed a non-brokered private placement financing of 5,000,000 Units at a price of $0.20 per Unit for gross proceeds of $1,000,000.

On January 22, 2018, 9,375 warrants were exercised at price of $0.25 per share for total proceeds of $2,344.

## Off-Balance Sheet and Other Financial Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

We do not have any commitments under contracts or other types of hedging arrangements which might expose us to commodity price or production volume risks.

We do not have in place any off-balance sheet financing type arrangements.

**Transactions between Related Parties**

During the three-month period ended March 31, 2018, directors of the Company billed management and director fees totaling $18,000 (2017 - $18,000). Paul Andreola, President and Director was paid or accrued a total of $7,500 (2017 - $7,500), Colin Bowkett, Director was paid or accrued a total of $7,500 (2017 - $7,500) and Scott MacEachern, Chief Financial Officer was paid or accrued a total of $3,000 (2017 - $3,000).

**Proposed Transactions and Subsequent Events**

On May 18, 2018, the Company announced that it has closed the initial tranche of its previously announced non-brokered private placement financing (the "Financing") (see news release dated March 27, 2018) by issuing a total of 5,940,727 shares (each, a "Share") at a price of $0.35 per Share for gross proceeds of $2,083,466.

The securities issued under the initial tranche of the Financing will be subject to restrictions on resale until September 16, 2018. The Company paid finders a fee of $101,237 and issued a total of 20,300 shares of the Company.

The proceeds of the initial tranche of the Financing are being used for the Company's acquisition of NameSilo LLC and working capital purposes.

<u>NameSilo Acquisition Update</u>

The Company is also pleased to announce that it has paid a total of US$4.9 million to an escrow agent pursuant to the terms of the share purchase agreement with NameSilo LLC. The funds used for this escrow payment were through bridge loan financings of C$5.25 million and utilizing the Company's cash on hand.

Closing of the acquisition remains subject to Canadian Securities Exchange approval. The Company plans to close the acquisition of NameSilo LLC in summer 2018.

<u>Convertible Debenture</u>

The Company also announces that it issued a convertible debenture in the principal amount of $300,000. The debentures are secured on the assets of the Company, bear interest at a rate of 10% per annum, payable semi-annually and due eighteen months after closing. The debenture is convertible into common shares of the Company at a price of $0.50 per share. Further, the holder received a total of 300,000 detachable share purchase warrants. The warrants are exercisable at a price of $0.65 per share for a period of eighteen months from the date of issue. The proceeds of the convertible debenture were used to satisfy the payment for the NameSilo LLC acquisition as set forth above.

**Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

Our management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. As the number of variables and assumptions affecting the probable future resolution of the uncertainties increase, these judgments become even more subjective and complex. We have identified certain accounting policies that are the most important to the portrayal of our current financial condition and results of operations.

The key elements and assumptions that we have made under these principles and their impact on the amounts reported in the March 31, 2018 Interim Financial Statements remain substantially unchanged from those described in our December 31, 2017 annual audited financial statements.

Please refer to Note 3 of our Interim Financial Statements for our Significant Accounting Policies.

The significant accounting policies that we use are disclosed in the notes to our Interim Financial Statements for the quarter ended March 31, 2018. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The following discussion outlines such accounting policies and is included in the MD&A to aid the reader in assessing our significant accounting policies and practices of our Company and the likelihood of materially different results being reported. Our management reviews its estimates regularly.

The following significant accounting policies outline the major policies involving critical estimates:

***Impairment***

Financial assets:

A financial asset, other than those designated as FVTPL is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar characteristics.

All impairment losses are recognized in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

***Income Tax Accounting***

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that if the income tax expense related to items recognized directly in equity, the income tax expense would also be recognized in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

***Share-Based Payments***

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid. The amount remains in contributed surplus if the options expire unexercised.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

***Share Purchase Warrants of Other Companies Owned by Brisio***

Where Brisio acquires share purchase warrants when making an investment in another company by way of private placement, the fair value of the warrants is included as an investment asset and charged to other comprehensive income. The value of the share purchase warrants is estimated by application of the Black Scholes pricing model. The inputs used in determining the valuation of share purchase warrants owned by Brisio are based on estimates, and result in an estimate valuation of the share purchase warrants. The warrants are revalued on a quarterly basis.

***Convertible Note Valuation***

The Company entered into a convertible note which was revalued to fair value due to the conversion feature embedded in the convertible note. The estimated fair value of the convertible note comprises the fair value of the shares and the fair value of the warrants determined by the use of the Black-Scholes option-pricing model. The inputs used in determining the valuation of convertible notes is based on estimates, and result in an estimate valuation of the convertible note.

### *Legal, Environmental Remediation and Other Contingent Matters*

We are required to both determine whether a loss is probable based on judgment and interpretation of laws and regulations and determine that the loss can reasonably be estimated. When the loss is determined, it is charged to earnings. Our management must continually monitor known and potential contingent matters and make appropriate provisions by charges to earnings when warranted by circumstance.

### New Accounting Standards and Interpretations

The Company adopted the following new standards and interpretations issued by the IASB effective January 1, 2017. The adoption of these standards had no impact on the Group's consolidated financial statements.

| | |
|---|---|
| IAS 7 (Amendment) | *Statement of Cash Flows* |
| IAS 12 (Amendment) | *Income Taxes* |
| IFRS 12 (Amendment) | *Disclosure of Interests in Other Entities* |

The Company adopted the following new standards and interpretations issued by the IASB effective January 1, 2018. The adoption of these standards had no impact on the Group's consolidated financial statements with the exception of IFRS 9.

| | |
|---|---|
| IFRS 9 | *Financial Instruments: Classification and Measurement* |
| IFRS 15 | *Revenue from Contracts with Customers* |
| IFRS 2 (Amendment) | *Clarification of Classification & Measurement of Share-Based Payment Transactions* |

The following standards and interpretations have been issued but are not yet effective. The Group is currently assessing the impact that these standards will have on the interim financial statements. The Group plans to adopt these standards as soon as they become effective for the Group's reporting period.

| **Effective annual periods beginning on or after January 1, 2019:** | |
|---|---|
| IFRS 16 | *Leases* |

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

### Financial Instruments and Other Instruments

Our Company is exposed in varying degrees to a number of risks arising from financial instruments. The Board of Directors has overall responsibility for the establishment and oversight of our Company's risk management framework. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The Board approves and monitors the risk management process. Please refer to Note 4 and 5 of our Interim Financial Statements for additional details on our Financial Instruments and Other Instruments.

### Risk Factors

Ongoing global economic instability has had a significant negative impact on many segments of the world economy due to many factors including, without limitation: the effects of the subprime lending and general credit market crises, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions, increased unemployment and liquidity concerns, high level of investment risk due to possibility of security prices rising and falling significantly in a short period of time. We cannot predict the timing or duration of economic slowdowns or the timing or strength of subsequent economic recoveries, worldwide or in our industry, and we cannot predict the extent to which economic slowdowns will impact our business. However, the uncertainty regarding the financial markets and worldwide political and economic climates are expected to likely have a negative impact on our business, financial condition and results of operations.

***Risks Related to the Departure of Key Employees and Contractors:*** The Company's success is closely linked to its ability to maintain a relationship with its key employees and contractors. If, for whatever reason, they leave or become unavailable for an extended period, this could have an impact on the Company.

The Company's future success will also depend on its ability to attract, train, retain and motivate very technically skilled employees and contractors. Losing one or more key employees, managers, or contractors, or failing to attract new highly skilled staff could have a significant negative impact on the Company's revenue, earnings and financial position. The Company is organised today in such a way as to minimise risk related to the departure or extended unavailability of key employees or managers. One measure aimed at reducing this risk is stock options.

***Risks Related to Dependence on Suppliers and Subcontractors:*** The Company works with several suppliers around the world and has not identified any major risks related to dependence on any supplier in particular.

The Company has no significant financial dependence on its subcontractors or suppliers that is likely to affect its development plan.

***Litigation – Legal Proceedings and Arbitration:*** There are no government, court or arbitration proceedings, including any proceedings of which the Company is aware, which are pending or with which it is threatened, that could have or have had a significant impact on the financial position or profitability of the Company over the past 12 months, although there is always the possibility that such proceedings could arise.

***Currency Fluctuations:*** We maintain our deposit accounts in U.S., Argentinean and Canadian currencies and we are therefore subject to currency fluctuations. These currency fluctuations could materially affect our financial position and results. We do not engage in currency hedging activities.

***Inflation Risk in Argentina:*** Argentina has a history that includes high rates of inflation. This can affect the Company by increasing the cost of doing business in Argentina as well as decreasing the real value of the Argentine pesos kept in the Company's bank account in Argentina. The Company limits the risk of inflation by limiting the amount of funds kept in its Argentinean bank account. The Company only transfers to the Argentinean subsidiary the funds necessary to pay current liabilities and does not maintain any large bank account balances in Argentina.

***Need to Manage Growth*:** We could experience rapid growth in profits, personnel, complexity of administration and in other areas. There can be no assurance that we will be able to manage the impact that future growth could place on our administrative infrastructure, systems, and controls. If we are unable to manage future growth effectively, our business, operating results and financial condition may be materially and adversely affected.

***Reliance on Key Personnel/Employees:*** The Company's success is largely dependent upon the performance of its directors and officers. As of February 2018, the Company has a C$500,000 Directors' and Officers' liability insurance policy. The loss of service of any director or officer could have a materially adverse effect on the Company.

***Financial Risks:*** Financial risks include changing interest rates, which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

***Price of Investments Risks:*** Investors in equity securities may be exposed to a high level of risk because the prices of equity securities can rise and fall significantly in a short period of time. This could arise due to the ups and downs in the economic cycle and the fortunes of the issuing firm.

***Conflicts of Interest*:** Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors or officers will be in direct competition with our Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia *Business Corporations Act.* Some of our directors and officers are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to our Company and their duties to the other companies on whose boards they serve, the directors and officers of our Company have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial ability and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to our Company except on the same or better terms than the basis on which they are offered to third party participants.

**Outstanding Share Data**

Our common shares are listed for trading on the CSE under the symbol "BZI".

***As of March 31, 2018, we had the following securities outstanding:***

| Class of Shares | Par Value | Number Authorized | Number Issued |
|---|---|---|---|
| Common | Nil | Unlimited | 41,517,368 |
| Preferred | Nil | Unlimited | Nil |

| Security Type | Number Outstanding | Exercise / Convert Price | Conversion / Expiry Date |
|---|---|---|---|
| Options | 540,000 | $0.15 | September 27, 2018 |
| Options | 300,000 | $0.30 | February 28, 2019 |
| Options | 150,000 | $0.10 | December 12, 2019 |
| Options | 575,000 | $0.10 | August 4, 2021 |
| Options | 1,000,000 | $0.23 | December 20, 2022 |
| Options | 75,000 | $0.23 | December 29, 2022 |
| Warrants | 1,333,208 | $0.25 | January 17, 2019 |
| Warrants | 2,500,000 | $0.30 | January 15, 2020 |

***As of the date of this MD&A, we had the following securities outstanding:***

| Class of Shares | Par Value | Number Authorized | Number Issued |
|---|---|---|---|
| Common | Nil | Unlimited | 47,678,395 |
| Preferred | Nil | Unlimited | Nil |

| Security Type | Number Outstanding | Exercise / Convert Price | Conversion / Expiry Date |
|---|---|---|---|
| Options | 540,000 | $0.15 | September 27, 2018 |
| Options | 300,000 | $0.30 | February 28, 2019 |
| Options | 150,000 | $0.10 | December 12, 2019 |
| Options | 575,000 | $0.10 | August 4, 2021 |
| Options | 1,000,000 | $0.23 | December 20, 2022 |
| Options | 75,000 | $0.23 | December 29, 2022 |
| Warrants | 1,333,208 | $0.25 | January 17, 2019 |
| Warrants | 2,500,000 | $0.30 | January 15, 2020 |

There are no common shares held in escrow or subject to pooling.

**Additional Information**

Additional information relating to our Company is available on SEDAR at www.sedar.com. We also maintain a web site at www.brisio.com and an email address support@brisio.com for shareholder communication. Our phone number is (604) 644-0072.