

**PLUS8 GLOBAL VENTURES, LTD. (formerly Royal Monashee
Gold Corp.) (“the Company”)
Management Discussion and Analysis (“MD&A”)
For the 15 months ended December 31, 2013 and 12 months ended September 30, 2012**

As at April 30, 2014

BACKGROUND AND GOING CONCERN

For the 15 months period ended December 31, 2013, the Company has prepared this management discussion following the requirements of National Instrument 51-102 (“NI-51-102”) and should be read in conjunction with the audited consolidated statements and accompanying notes for the 15 months period ended December 31, 2013 and 12 months period ended September 31, 2012 prepared in accordance with International Financial Reporting Standards (“IFRS”), and related notes included therein. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at www.sedar.com.

Plus8 Global Ventures (“the Company” or “Plus8 Global”) was incorporated in Alberta on March 10, 1997. On June 22, 2006 the Company moved its incorporation jurisdiction to British Columbia.

Effective August 22, 2012, the Company acquired all of the issued and outstanding shares of TraderOS Technologies Inc. (“TraderOS”), a company organized and incorporated under the laws of British Columbia on March 15, 2011. In connection with the acquisition the Company completed a consolidation of all its issued and outstanding shares on a two for one (2:1) basis. This MD&A reflects the share consolidation.

David Elias, the founder and principal shareholder of TraderOS is the Chief Executive Officer and a director of the Company. On August 29, 2012, James Timms and Martin Woodward stepped down from the board of directors of the Company and were replaced by Mike Edwards and Jeremy Pink, both of whom were directors and shareholders of TraderOS and were involved with the development of the TraderOS Platform.

Since the Amalgamation, the focus of the Company has been to leverage technology to provide innovative services and products to the financial industry. The Company, through TraderOS, is currently focusing its efforts on bringing to market its first product offering, the TraderOS Platform.

The TraderOS Platform is a social collaborative charting, news and communication platform. The platform’s online environment for traders and investors consolidates their information needs into a single location. Traders can communicate with peers in real-time through chat and instant messaging. Aggregated content from blogs, other social platforms (i.e. Twitter™), and articles and multimedia across the web can be accessed seamlessly within the platform environment. Users can monitor other traders on their premium content feed, view charts and articles posted by others, stream real-time financial news, and monitor stock quotes. The platform will allow traders to collaborate and share trading ideas and information with the entire user base or selected groups giving them access to a “virtual trading floor”.

GOING CONCERN

The Company incurred a loss of \$841,821 during the 15 month period ended December 31, 2013 (12 month period September 30, 2012 –\$ 1,292,324) and has a deficit of \$2,280,366 as at December 31, 2013 (September 30, 2012 - \$1,438,545). These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has material financial uncertainties that may cast significant doubt upon the Company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

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FORWARD LOOKING STATEMENTS

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Plus8 Global to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the nascent branding, social media technology, which is affected by numerous factors beyond Plus8 Global’s control; the Company’s ability to succeed in the North American market; and access to debt and equity; and the early stage of Plus8 Global’s TraderOS business. The Company is subject to the risks associated with early stage companies, including uncertainty of revenues, markets and profitability and the ability to access debt or equity financing, as necessary. Although Plus8 Global has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All material assumptions used in making forward-looking statements are based on management's knowledge of current business conditions and expectations of future business conditions and trends, including their knowledge of the current sales trends, general economic conditions affecting Plus8 Global and the Canadian and US economies. Although Plus8 Global believes the assumptions used to make such statements are reasonable at this time and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Certain material factors or assumptions are applied by the Company in making forward-looking statements, including without limitation, factors and assumptions regarding Plus8 Global’s continued ability to fund its business, rates of customer defaults, relationship with, and payments to its line of credit provider and debenture holders, acceptance of its products in the marketplace, as well as its operating cost structure and current and future trends in social media advertising and traditional print media. Accordingly, readers should not place undue reliance on forward-looking statements. Plus8 Global does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

LETTER OF INTENT

During the period ended December 31, 2013, the Company entered into a letter of intent (the “Letter of Intent”) with its major shareholder, David Elias, and certain other shareholders of the Company to complete a restructuring of the Company (the “Restructuring”). Pursuant to the terms of the Letter of Intent, Mr. Elias, the current director, President and a major shareholder of the Company, and certain of his associates, have agreed to relinquish an aggregate of 56,400,000 common shares of the Company to the Company for no consideration. In addition, certain other shareholders of the Company have agreed to transfer an aggregate of 3,600,000 common shares of the Company to incoming shareholders for nominal consideration.

The Company has also agreed to sell all of the shares of TraderOS Technologies Inc. (“TraderOS”), its wholly-owned subsidiary, to Mr. Elias or his nominee. As consideration for the sale, TraderOS will assume all of the current debts of the Company in the approximate amount of \$380,000, other than certain short term payables, and will grant the Company a Canadian regional license to the TraderOS’s Dashboard technology platform, subject to 10% revenue sharing interest reserved by TraderOS should the Company commercialize the technology.

Concurrently with, or shortly following completion of the Restructuring, the Company intends to undertake a non-brokered private placement of common shares at a price of \$0.05 per common share to raise gross proceeds of \$70,000. The proceeds of the private placement will be used for working capital. In addition, the Company intends to settle an outstanding debt to a consultant in the amount of \$8,400 by issuing 168,000 shares of the Company at a deemed price of \$0.05 per share.

Following the Restructuring, the Company will remain listed on the Canadian Securities Exchange and will pursue opportunities to commercialize its license in TraderOS’s Dashboard technology platform.

The Letter of Intent and the terms of the Restructuring have been approved by the independent directors of the Company. The completion of the Restructuring is subject to a number of conditions including execution of definitive

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agreements and approval of such agreements by the independent directors of the Company; receipt of all required regulatory approvals, including approval of the Canadian Securities Exchange, and the termination of certain contractual arrangements of the Company.

SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company’s audited financial statements for:

	<u>The 15 month period ended December 31, 2013</u> \$	<u>The 12 month period ended September 30, 2012</u> \$	<u>For the period from incorporation on March 15, 2011 to September 30, 2011</u> \$
Financial Results			
Total Revenue	Nil	Nil	Nil
Loss and comprehensive	841,821	1,292,324	146,221
Basic and Diluted Loss per Share	0.01	0.13	0.04
Total Assets	12,578	249,392	17,589
Total Long Term Liabilities	Nil	91,214	88,646
Cash Dividends	Nil	Nil	Nil

The increase in loss and comprehensive loss and total assets during the year ended September 30, 2012 is primarily due to the acquisition of TraderOS that occurred during that year.

RESULTS OF OPERATIONS

The decrease in expenses for the 15 month period ended December 31, 2013 as compared to the 12 month period ended September 30, 2012 is primarily due to the acquisition of TraderOS that occurred during that year ended September 30, 2012.

The 15 month period saw the substantial completion of the TraderOS Platform. Currently, there are multiple methods that traders can use to exchange information. Some of the issues with these various methods are: speed, mobility, and lack of integrated real time functionality. As access to information keeps increasing it has become ever more challenging to find ways to effectively use it. Professional traders can attribute much of their success to the information networks they have access to. Many of these traders use institutional platforms to connect with other traders and get access to high quality information and recommendations from their peers. Unfortunately, the annual fees to gain access to many of these institutional platforms are cost prohibitive for most independent traders. Based on TraderOS’ experience with many of the institutional trading tools available, it is the Company’s goal to take the best features of those platforms and give them social collaborative functionality in the TraderOS Platform.

Trading communities, including Premium Content Publishers, can also leverage the TraderOS Platform to transform their static websites (text based chat) into interactive real-time experiences that can significantly boost website traffic, increase user engagement via actual collaboration, and drive more revenue to the Premium Content Publishers while making traders more profitable. As the Premium Content Publishers typically charge a subscription fee for their content, the Company believes partnering with these entities and providing them with the infrastructure, applications and back-end support to communicate with their subscribers will become a significant potential source of revenue for the Company.

Management of the Company believes the TraderOS Platform has the ability to impact the trading marketplace in several significant ways:

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- Unite highly skilled trading professionals who have been displaced by industry fragmentation; the TraderOS Platform can replace their old institutional frameworks and help them connect with peers and followers
- Empower Premium Content Publishers to build real trading communities utilizing the TraderOS Platform
- Enable trading firms with many satellite branches to simply and efficiently exchange trading ideas and content organization wide
- Allow traders to follow industry experts to learn, ask questions, and receive trade recommendations
- Work with smaller proprietary trading firms to find ways to maximize their shared knowledge
- Plug in various other trading related technologies into the TraderOS platform
- Utilize the TraderOS tools to help train and educate new traders

Tools and Features of the TraderOS Platform for Traders

Charting and News

The TraderOS Platform gives traders access to the following:

- Real-time charts including equities, futures, and forex
- Shareable charts and research with a community of traders
- Access and exchange watch-list(s) with traders
- Access to real-time trades given by successful profitable professional traders

The TraderOS Reader tool allows users to instantly read articles, annotate and share news. The TraderOS Reader makes blog posts and articles clean along with the following key features:

- Ability to highlight and add notes
- Share content with other traders
- Allow others to comment
- Start discussions about articles of interest

Social Collaboration

The TraderOS Platform enables traders to collaborate in real time by instantly sharing live, editable charts. Traders can view and benefit from trade ideas, working in real-time with other experienced traders. Users can also share news articles within the TraderOS Platform or across wider social networks.

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Tools and Features of the TraderOS Platform for Publishers

The TraderOS Platform transforms Premium Content Publisher’s static websites into engaging real-time experiences. Premium Content Publishers can utilize the TraderOS Platform to manage their content and embed it within the platform. As a result, these Premium Content Publishers can focus on engaging their subscribers rather than devoting their resources to managing technology and backend requirements. The TraderOS Platform allows Premium Content Publishers to track how their content is consumed and shared across the platform. The Company has created a fully integrated backend system that gives Premium Content Publishers access to the following tools and information:

- View the number of paid users
- View statistics on usage
- Offer discounts
- Send mass emails
- Send email newsletters

Business Objectives and Milestones

The Company anticipates generating revenue through: (a) Premium Content Publishers offering subscription membership marketed to independent traders; (b) tools and services for institutional traders; (c) tools for new traders and trading educators; (d) business development deals whereby other trading products and services may be incorporated into the existing platform; or (e) allow developers to create their own Apps (using our API) and sell these tools in the TraderOS App store.

SUMMARY OF QUATERLY RESULTS

Following is a table of the revenues, expenses and earnings/loss per share for the quarter ends from incorporation on March 15, 2011.

	For the three months ended			
	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013
Other income	\$ (6,610)	\$ Nil	\$ (50)	\$ (24,940)
Total assets	12,578	53,252	117,446	230,011
Operating loss	205,047	87,019	278,387	229,069
Net loss	197,437	87,019	278,337	204,129
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Dividends	-	-	-	-

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	For the three months ended			
	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
Other income	\$ (24,020)	\$ -	\$ -	\$ -
Total assets	126,418	249,392	1,842	1,316
Operating loss	97,919	1,168,686	42,233	6,305
Net loss	73,899	1,168,686	42,233	6,305
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Dividends	-	-	-	-

The Company had no revenues during the past 8 quarters, because had other income. Expenses in December 31, 2013 primarily consisted of professional fees and software development costs. Prior to the quarter ended December 31, 2013, the Company’s expenses were limited to software development costs, professional and compliance fees.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2013 the Company had net working capital (deficiency) of \$(435,189) compared to \$134,485 as September 30, 2012.

During the period ended December 31, 2013, the Company:

- i) issued 960,000 common shares pursuant to a private placement at \$0.25 per share for proceeds of \$240,000. The Company paid \$2,077 in share issuance costs.
- ii) issued 400,000 common shares for \$100,000 pursuant to conversion of a convertible loan entered into on March 26, 2013.
- iii) received \$25,428 (US\$25,000) in share subscriptions for a future private placement.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has material financial uncertainties that cast significant doubt upon the Company’s ability to continue as a going concern.

RELATED PARTY TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

Key management personnel

During fiscal 2013 and 2012 the following amounts were incurred with respect to the Chief Executive Officer (“CEO”) of the Company:

	<u>2013</u>	<u>2012</u>
Software development cost	\$ <u>164,398</u>	\$ <u>8,092</u>

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As at December 31, 2013, \$46,605 (2012 - \$nil) remained unpaid and has been included in accounts payable and accrued liabilities.

Other related parties

At December 31, 2013, \$2,000 (September 30, 2012 - \$2,000) was owing to a former director of the Company.

CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders' equity. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of a social collaborative charting, news and communication platform for traders. 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.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company's approach to capital management during the 15 month period ended December 31, 2013.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company's activities expose the Company to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future. Readers are advised to study and consider risk factors stressed below.

The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate and liquidity risk.

a) Currency risk - The Company operates in Canada and is not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

ADOPTION OF ACCOUNTING POLICIES

The Company has adopted the following new accounting standards effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions and had no impact on the financial statements.

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- (i) *IFRS 10 Consolidated Financial Statements.* IFRS 10 defines a single concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of a parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.
- (ii) *IFRS 11 Joint Arrangements.* IFRS 11 focuses on the rights and obligations of an arrangement rather than its legal form, as is currently the case. The standard distinguishes between joint operations, where the joint operator accounts for the assets, liabilities, revenues, and expenses relating to its involvement, and joint ventures, which must be accounted for using the equity method.
- (iii) *IFRS 12 Disclosure of Interests in Other Entities.* IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint operations, joint ventures, associates and unconsolidated structured entities.
- (iv) *IFRS 13 Fair Value Measurement.* IFRS 13 is a new standard that applies to both financial and non-financial items measured at fair value. It defines fair value, sets out a single framework for measuring fair value and requires disclosures about fair value measurements. Previously, a variety of fair value techniques and disclosures were possible under the requirements of separate applicable IFRSs.

ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET ADOPTED

As at the date of these consolidated financial statements, the following standard has not been applied in these consolidated financial statements:

- (i) *IFRS 9 Financial Instruments;* effective for annual periods beginning on or after January 1, 2018. IFRS 9 replaces the multiple classification and measurement models in IAS 39 with a single model that has only two classification categories: amortized cost and fair value. IFRS 9 prohibits reclassifications except in rare circumstances when the entity’s business model changes. The new standard removes the requirement to separate embedded derivatives from financial asset hosts. It requires a hybrid contract to be classified in its entirety at either amortized cost or fair value.

Management is currently assessing the impact of this new standard on the Company’s accounting policies and financial statement presentation.

COMMON SHARES

At April 30, 2014, the Company had 66,786,850 common shares outstanding.