

PLUS8 GLOBAL VENTURES, LTD.
Management Discussion and Analysis (“MD&A”)
For the year ended December 31, 2014

As at April 28, 2015

BACKGROUND AND GOING CONCERN

For the year ended December 31, 2014, 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 financial statements and accompanying notes for the year ended December 31, 2014 prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). 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.

The incorporation jurisdiction of Plus8 Global Ventures (“the Company” or “Plus8 Global”) is British Columbia.

The focus of the Company is to leverage technology to provide innovative services and products to the financial industry. The Company 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”.

NON-BINDING LETTER OF INTENT

During September 2014, the Company entered into a non-binding letter of intent (the “Letter of Intent”) regarding the acquisition of all of the outstanding shares of a private British Columbia company conducting business as “Get Set” (the “Target”) (the “Proposed Transaction”). The Target is preparing to launch a unique loyalty rewards program utilizing transfer spending and a direct sales platform that will enable families or individuals to vacation and travel more often and more cost effectively.

Under the terms of the Letter of Intent, Plus8 has agreed to acquire all of the outstanding shares of the Target from its shareholders in exchange for the issuance of 70,000,000 Plus8 shares (the “Plus8 Shares”). Approximately 66,600,000 of the Plus8 Shares will be subject to an escrow and an earn-out formula and will vest over a period of five years upon the Target meeting certain performance milestones. Following completion of the Proposed Transaction, the Company will be focused primarily on the Business of the Target. Completion of the Proposed Transaction is subject to, among other things, the satisfactory completion of due diligence by both parties, the execution of definitive documentation, written approval of a majority of the shareholders of Plus8 and approval of the Canadian Securities Exchange (the “CSE”). There is no assurance that the Proposed Transaction will be completed. As a condition to CSE approval, the Company anticipates that it will be required to prepare and file a listing statement containing detailed disclosure on the Target, the Business and the impact of the Proposed Transaction on the Company.

The Company also announces that it is proceeding with a proposed private placement financing of up to 15,000,000 units at a price of \$0.05 per unit to raise gross proceeds of up to \$750,000. Each unit will consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant will be exercisable into an additional common share of the Company at an exercise price of \$0.15 for a period of 18 months following closing of the financing. All securities issued pursuant to the financing will be subject to a statutory hold period of four months plus one day. Subject to execution of satisfactory loan and security documentation, the Company intends to use up to \$500,000 of the proceeds of the financing for a bridge loan to the Target for purposes of expanding the

PLUS8 GLOBAL VENTURES, LTD.
Management Discussion and Analysis (“MD&A”)
For the year ended December 31, 2014

Business. The bridge loan will be secured by all of the assets of the Target. The remaining proceeds will be used for working capital.

During February 2015, the Company has decided not to proceed with the acquisition of the Target. There are no termination fees payable by either party in connection with the termination of the letter of intent between the Company and Get Set.

COMPLETION OF RESTRUCTURING

In May 2014, the Company completed its restructuring. Pursuant to the restructuring, Mr. David Elias, the former President and controlling shareholder of the Company and certain other shareholders of the Company, have relinquished an aggregate of 56,400,000 common shares of the Company to the Company for nominal consideration, representing approximately 84% of the outstanding common shares of the Company. As of the date of this MD&A, 56,400,000 common shares were returned to treasury and were cancelled. In addition, certain other shareholders of the Company have transferred an aggregate of 3,600,000 common shares of the Company to incoming shareholders for nominal consideration. As part of the restructuring, the Company has also sold all of the shares of TraderOS Technologies Inc., its wholly-owned subsidiary, to a nominee of Mr. Elias. As consideration for the sale, TraderOS has assumed all of the current debts of the Company, other than certain short term payables. The Company’s initial estimate of this amount is the relinquishment of \$9,490 in cash, \$258,533 of accounts payable and a \$108,241 loan payable of the Company resulting in a gain on the sale of the subsidiary of \$357,284. The Company has granted the Company a Canadian regional license to the TraderOS’s Dashboard technology platform. The license is subject to 50% revenue sharing interest reserved by TraderOS should the Company commercialize the technology. The Company will remain listed on the Canadian Securities Exchange and will pursue opportunities to commercialize the license.

Pursuant to the restructuring, the Company has completed a private placement of an aggregate of 1,800,000 common shares at a price of \$0.05 per share for total gross proceeds of \$90,000. The proceeds of the private placement were used to pay the Company’s remaining short term payables and for general working capital purposes. The Company also issued 168,000 common shares at a price of \$0.05 per common share in order to settle a debt owed to a consultant to the Company. Prior to completion of the restructuring, the Company issued 100,000 common shares at a price of \$0.25 in connection with a private placement originally announced and raised in June 2013.

Mr. Elias has resigned as both the President and a director of the Company and Jeremy Pink has resigned as a director. Martin Woodward and Jason Moreau have joined the board of directors and Martin Woodward has also been appointed President. Janice McLean, who has previously resigned as Chief Financial Officer of the Company, has been replaced by Benjamin Catalano, a current director of the Company.

GOING CONCERN

The Company had income of \$95,502 during the year ended December 31, 2014 (loss during the 15 months ended December 31, 2013 – \$841,821) and has a deficit of \$1,213,274 as at December 31, 2014 (December 31, 2013 - \$2,280,366). These consolidated 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.

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;

PLUS8 GLOBAL VENTURES, LTD.
Management Discussion and Analysis (“MD&A”)
For the year ended December 31, 2014

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.

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:

	Year ended December 31, 2013	15 month period ended December 31, 2013	12 month period ended September 30, 2012
	\$	\$	\$
Financial Results			
Total Revenue	Nil	Nil	Nil
Loss and comprehensive loss	95,502	841,821	1,292,324
Basic and Diluted Loss per Share	(0.00)	(0.01)	(0.01)
Total Assets	7,679	12,578	249,392
Total Long Term Liabilities	Nil	Nil	91,214

The decreases in loss and comprehensive loss are a result of the Company selling its subsidiary in May 2014, thereby reducing its expenses.

FOURTH QUARTER

The Company did not have any significant events or transactions during the quarter ended December 31, 2014.

PLUS8 GLOBAL VENTURES, LTD.
Management Discussion and Analysis (“MD&A”)
For the year ended December 31, 2014

SUMMARY OF QUATERLY RESULTS

Following is a table of the income, total assets, operating loss for the past eight quarters.

For the three months ended				
	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014
Other income	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Total assets	7,679	6,495	9,477	9,197
Operating (loss)	(46,098)	(25,306)	(12,256)	(11,842)
Net income (loss)	(46,098)	(25,306)	345,028	(11,842)
Income (loss) per share	(0.00)	(0.00)	0.01	(0.00)
Dividends	-	-	-	-
	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	-	-	-	-

During the year ended December 31, 2014, the Company sold a subsidiary (see page 1) resulting in a gain on the sale of subsidiary of \$357,284, which was recorded to deficit.

The Company had no revenues during the past eight quarters, but had incidental 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. Costs decreased after the sale of the subsidiary in May 2014, thereby reducing the net loss per quarter.

SELECTED YEARLY RESULTS

During the year ended December 31, 2014, the Company had

- i) foreign exchange loss of \$1,720 (15 months ended December 31, 2013 - \$24,348). The decrease is due to the Company reducing its USD accounts payable by selling its subsidiary on May 9, 2014.
- ii) professional fees of \$75,846 (15 months ended December 31, 2013 - \$136,686). The decrease is primarily a result of less legal work required from lower activity in the current year.
- iii) software development of \$Nil (15 months ended December 31, 2013 - \$665,996). The decrease is a result of selling its subsidiary on May 9, 2014.

PLUS8 GLOBAL VENTURES, LTD.

Management Discussion and Analysis (“MD&A”)

For the year ended December 31, 2014

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2014 the Company had net working capital deficiency of \$75,445 compared to \$435,189 as at December 31, 2013.

On April 2, 2015, the Company issued 3,600,000 common shares pursuant to a non-brokered private placement at \$0.025 per share for proceeds of \$90,000.

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 year.

Key management personnel

Software development costs of \$Nil (2013 - \$164,398) was incurred with respect to the former CEO.

As at December 31, 2014, \$Nil (2013 – \$46,605) remained unpaid and has been included in accounts payable and accrued liabilities.

Other related parties

At December 31, 2014, \$Nil (2013 – \$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 year ended December 31, 2014.

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.

PLUS8 GLOBAL VENTURES, LTD.
Management Discussion and Analysis (“MD&A”)
For the year ended December 31, 2014

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 AND ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET ADOPTED

Please refer to the December 31, 2014 consolidated financial statements on www.sedar.com for details.

COMMON SHARES

At April 28, 2015, the Company had 16,054,850 common shares outstanding.