

**BUCEPHALUS CAPITAL CORP.**  
**(Formerly Bradstone Capital Corp.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**DATE OF MD&A**

This MD&A was prepared on November 28, 2019.

**Basis of Presentation**

The following discussion and analysis of Bucephalus Capital Corp.'s (Formerly Bradstone Capital Corp.) (the "Corporation's" or "Bucephalus Capital's") financial condition as at September 30, 2019 should be read in conjunction with the Corporation's unaudited consolidated condensed interim financial statements as at September 30, 2019 (the "Financial Statements"). The Financial Statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated. See "Risk Factors" for a discussion of the risks inherent in the business of the Corporation, which may also affect its continuing financial condition, cash flows and operating results.

Bucephalus Capital's principal business is providing a range of merchant banking services to micro and small-cap companies in North America in both the public and private markets.

**Overall Performance**

**Overview of the Business**

Bucephalus Capital has its principal and registered offices located at B2- 125 The Queensway Suite 217, Toronto, Ontario, M8Y 1H6.

Effective December 31, 2015, Bucephalus Capital completed a reverse takeover transaction with Bradstone Financial Corp. ("Bucephalus Financial"). The composition of the Board of Directors became Chris Carmichael, Jason Ewart, Michael Allen and Alec Regis and Chris Carmichael was appointed as Chief Executive Officer.

In March 2016, Bucephalus Capital listed its 20,215,887 Subordinate Voting Shares on the Canadian Securities Exchange (the "CSE") under the symbol BCA. The Bucephalus Capital Multiple Voting Shares will not be listed on an exchange but they are convertible into Bucephalus Capital SV Shares on a one for one basis.

Bucephalus's principal business is providing a range of merchant banking services to micro and small-cap companies in North America in both the public and private markets. Using a disciplined and systematic investment strategy, Bucephalus provides private and public companies with working capital in the form of common equity, preferred shares, convertible debt and bridge loans (asset backed/collateralized financing) ranging from \$100,000 to \$500,000 to companies across many industries such as oil and gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology.

On February 23, 2018, Lucas Ewart was appointed the Chief Executive Officer and as a Director of the Company. Lucas Ewart has extensive experience in finance, senior management and corporate development of public and private companies. He has served as Chairman, CEO as well as Chief Restructuring Officer of numerous companies on an international scale having worked in Canada, USA, Australia, Mexico, and South East Asia (Hong Kong, Singapore, Philippines and China). In addition he served as a Principal to GC-Global Capital Corp. for 10 years which specialized in securitized bridge loans.

On April 22, 2019, the Company announced that it had changed its name to Bucephalus Capital Corp. after receiving shareholder approval at its Annual and Special Meeting held on June 12, 2018.

As of September 30, 2019, Bucephalus had cash of (\$5,458) (December 31, 2018 - \$195,034), bridge loans of \$137,240 (December 31, 2018 - \$106,496) with associated accrued interest receivable of \$46,138 (December 31, 2018 - \$25,158), accounts receivable of \$122,214 (December 31, 2018 - \$107,555) and portfolio investments of \$1,115,242 (December 31, 2018 - \$1,147,609).

Bucephalus Capital's philosophy and strategy is to follow a disciplined and systematic approach to investment and be guided by four core principles which will be applied consistently across all industries:

- Capital Preservation;
  - Secure Generation of Income;
  - Risk Management; and
  - Shareholder Value.
- (1) **Capital Preservation:** This principle is at the core of Bucephalus Capital's investment guidelines. Bucephalus Capital secures its bridge loans through a variety of instruments, including by taking a first charge on company assets and marketable securities and/or guarantees, which generally provide Bucephalus Capital with two to three times asset coverage.
  - (2) **Secure Generation of Income:** Investments that provide cash flows in the form of dividends, interest payments and/or distributions will be a factor in each of Bucephalus Capital's investment requirements. Bucephalus Capital's goal is to have the ability to payout a dividend to its shareholders on an annual basis.
  - (3) **Risk Management:** Bucephalus Capital's management will take on an active role in each of its investments by requiring Bucephalus Capital Board representation as well as weekly reporting of an investee company's operations.
  - (4) **Shareholder Value:** The principal driver of Bucephalus Capital's corporate initiatives and investment decisions is the objective of creating and enhancing long-term value for its shareholders.

The Corporation supplements its active investment business by making investments with its unallocated cash in a diversified portfolio of high-yielding marketable securities such as bonds, preferred shares and royalty and income trusts, thus increasing its overall yield. Bucephalus Capital seeks to maximize income and preserve capital with these investments. Investment of Bucephalus Capital's funds are chosen on a fundamental basis with emphasis on the track record of management and quality of assets as well as competitive and sustainable business advantages.

Bucephalus Capital works with management of operating companies in order to create and enhance value for businesses in which Bucephalus Capital assumes a position. These activities include equity financings, developing mergers and acquisitions, providing operational management support and structuring and negotiating debt and equity placements. Bucephalus Capital may also acquire positions in private companies at valuations that incorporate conservative earnings multiples and stable cash flows.

### **Loan Portfolio**

As at September 30, 2019, Bucephalus Capital has three (December 31, 2018 – three) bridge loans outstanding for a total of \$137,240 (December 31, 2018 - \$106,496) with accumulated interest and fees of \$46,138 (December 31, 2018 - \$25,158). The interest rate and fee income for the loans provided in 2018 and 2019 range from prime rate to 12% (December 31, 2018 – prime rate to 12%). All of the bridge loans provided in 2018 and 2019 are short term in nature (due in 2019) and are secured by either corporate guarantees, personal guarantees, equipment or marketable securities.

### **Investment Portfolio**

#### **Marathon Mortgage Corporation – common shares**

Bucephalus Capital owns common shares of MMC (the “MMC Common Shares”) with a value of \$756,806 (December 31, 2018 - \$756,806). Bucephalus Capital owns 11% (December 31, 2018 – 12%) of the common shares of MMC.

### **Investment Portfolio**

As at September 30, 2019, Bucephalus Capital owned common shares of certain exchange traded funds and bank stocks with a value of \$358,436 (December 31, 2018 - \$390,803).

### **Operating Results for the nine months ended September 30, 2019**

#### *Revenues*

For the nine months ended September 30, 2019, Bucephalus Capital had interest income on its bridge loans of \$25,078 (September 30, 2018 - \$15,736), change in value of portfolio investment of \$(36,425) (September 30, 2018 – loss of \$206,401), a foreign exchange loss of \$4,874 (September 30, 2018 – gain of \$14,235) and dividend income of \$1,214 (September 30, 2018 - \$518) for total revenue of (\$15,007) (September 30, 2018 – (\$175,912)).

### *Expenses*

For the nine months ended September 30, 2019, Bucephalus Capital incurred \$12,000 (September 30, 2018 - \$12,000) for audit and legal costs, \$19,259 (September 30, 2018 - \$17,994) in filing fees, \$207,000 in consulting fees (September 30, 2018 - \$210,000) for fees to the Company's CEO, CFO and consultants, \$15,776 in interest charges (September 30, 2018 - \$18,000) and \$14,097 (September 30, 2018 - \$12,821) in office expenses for total expenses of \$283,132 (September 30, 2018 - \$270,815). The Company anticipates similar fees, filing fees, legal fees and office expenditures in 2019.

Net loss for the period was \$283,140 (September 30, 2018 - \$474,208) or \$0.01 per share (September 30, 2018 - \$0.02).

### **Operating Results for the three months ended September 30, 2019**

#### *Revenues*

For the three months ended September 30, 2019, Bucephalus Capital had interest income on its bridge loans of \$4,289 (September 30, 2018 - \$2,534), change in value of portfolio investment of (\$62,028) (September 30, 2018 - (\$176,796)), a foreign exchange gain of \$1,035 (September 30, 2018 - loss of \$7,219) and dividend income of \$404 (September 30, 2018 - \$428) for total revenue of (\$56,300) (September 30, 2018 - (\$181,050)).

#### *Expenses*

For the three months ended September 30, 2019, Bucephalus Capital incurred \$4,000 (September 30, 2018 - \$4,000) for audit and legal costs, \$5,462 (September 30, 2018 - \$5,347) in filing fees, \$69,000 in consulting fees (September 30, 2018 - \$65,000) for fees to the Company's CEO, CFO and consultants, \$2,581 in interest charges (September 30, 2018 - \$6,000) and \$2,336 (September 30, 2018 - \$3,962) in office expenses for total expenses of \$83,378 (September 30, 2018 - \$87,428). The Company anticipates similar fees, filing fees, legal fees and office expenditures in 2019.

Net loss for the period was \$139,678 (September 30, 2018 - \$268,478) or \$0.00 per share (September 30, 2018 - \$0.01).

### **Summary of Quarterly Results**

<b>For the quarters ended</b>	<b>Sept 30/19</b>	<b>Jun 30/19</b>	<b>Mar 31/19</b>	<b>Dec 31/18</b>
Total revenue	\$ (56,300)	\$ (35,426)	\$ 76,719	\$ (84,529)
Net income (loss) for the period	(139,678)	(129,679)	(13,782)	(164,958)
Net income (loss) per share <sup>(1)</sup>	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)

<b>For the quarters ended</b>	<b>Sept 30/18</b>	<b>Jun 30/18</b>	<b>Mar 31/18</b>	<b>Dec 31/17</b>
Total revenue	\$ (181,050)	\$ 17,658	\$ (12,520)	\$ 267,402
Net income (loss) for the period	(295,959)	(77,078)	(101,172)	271,635
Net income (loss) per share <sup>(1)</sup>	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ 0.01

(1) Net income (loss) per share has been calculated using the weighted average number of common shares during each period. Diluted income (loss) per share was not calculated as it would be anti-dilutive.

### **Liquidity**

As at September 30, 2019, Bucephalus had (\$5,548) (December 31, 2018 - \$195,034) in cash and short-term investments. The Corporation had working capital of \$1,173,865 (December 31, 2018 – \$1,457,004).

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Corporation believes that cash flow from continuing operations and existing cash resources will be sufficient to meet the Bucephalus’s short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Corporation’s operations in the long-term. However, Bucephalus may procure debt or equity financing from time to time to fund its operations.

### **Capital Resources**

Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at the date of its financial statements.

### **Off-balance Sheet Arrangements**

There are no off-balance sheet arrangements.

### **Subsequent Events**

None

## Transactions with Related Parties

During 2018, the Company loaned US\$303,000 to a company who has a common director with the Company. As at September 30, 2019 the remaining principal amount of the loan is US\$154,029 or C\$203,934 (December 31, 2018 - US\$154,029 or C\$210,126). US\$130,000 or C\$172,120 (December 31, 2018 - US\$130,000 or C\$177,346) was syndicated to other lenders and therefore the net amount of the loan to the company is US\$24,029 or C\$31,814 (December 31, 2018 - US\$24,029 or C\$32,780). As at September 30, 2019 a net amount of \$17,044 (December 31, 2018 - \$12,964) in interest has been accrued.

## Compensation of key management personnel

The remuneration expense of directors and other members of key management personnel during the quarters ended September 30, 2019 and 2018 as follows:

	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
Salaries and benefits	\$ 72,000	76,000
Share based compensation	-	-
	<u>72,000</u>	<u>76,000</u>

## Proposed Transactions

There were no proposed transactions as at the date of the Corporation's financial statements.

## Critical Accounting Estimates

The preparation of the Financial Statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the Financial Statements and the reported amount of revenues and expenses during the year. Financial statement items subject to significant management judgment include:

Credit losses – Management exercises judgement to determine the expected credit losses on loans (note 3 (B) on the Financial Statements).

Valuation of portfolio investments – Where investments are not traded in an active market, management exercises judgement to determine the fair value of these assets. These assumptions include observation of recent private sales on the underlying securities (if available) and estimating the inputs to the Black-Scholes option pricing model (note 3 (B) on the Financial Statements).

The Black-Scholes option pricing model is used to determine the fair value of the share-based payments and utilizes subjective assumptions such as expected price volatility and expected life of the option. Discrepancies in these input assumptions can significantly affect the fair value estimate (note 3 (H) on the Financial Statements).

While management believes that the estimates and assumptions are reasonable, actual results may differ materially from those estimates.

## Changes in Accounting Policies

### IFRS 9 – Financial Instruments

IFRS 9 was issued by the IASB in July 2014 and replaces IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

The new classification of the Company’s financial instruments are as follows:

	<b>RS 9</b>	<b>S 39</b>
Cash	FVTPL	FVTPL
Accrued interest receivable	Amortized cost	Loans and receivables
Accounts receivables	Amortized cost	Loans and receivables
Bridge loans	Amortized cost	Loans and receivables
Portfolio investments	FVTPL	FVTPL
Accounts payable and accrued liabilities	Amortized cost	Other liabilities

### Impairment of financial assets

The adoption of IFRS 9 has also fundamentally changed the Company’s accounting of impairment losses for financial assets by replacing IAS 39’s incurred loss approach with a forward-looking expected credit loss (“ECL”) approach. There were no impairment losses recognized in these restated financial statements as a result of the adoption of IFRS 9 as at the date of initial application.

### IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) replaces IAS 18 – Revenue, IAS 11 – Construction Contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The Company has adopted these amendments as of the effective date and has assessed no significant changes as a result of the adoption of these amendments.

### IFRS 16, *Leases*

IFRS 16 – Leases introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, *Leases*, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. The new standard is effective for annual periods beginning on or after January 1, 2019, which is when the Company intends to adopt IFRS 16 in its consolidated financial statements. The extent of the impact of adoption of the standard has not yet been determined.

## **Risks and Uncertainties**

### Risk Management

The success of Bucephalus is dependent upon its ability to assess and manage all forms of risk that affect its operations. Like other financial institutions, Bucephalus is exposed to many factors that could adversely affect its business, financial conditions or operating results. Developing policies and procedures to identify risk and the implementation of appropriate risk management policies and procedures is the responsibility of senior management and the Bucephalus. The Bucephalus Board directly, or through its committees, reviews and approves these policies and procedures, and monitors their compliance with them through ongoing reporting requirements. A description of the Bucephalus's most prominent risks follows.

### Market Risk

Bucephalus is exposed to certain market risk that the value of, or future cash flows from, Bucephalus's financial assets will significantly fluctuate due to changes in market prices. The value of the financial assets can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. Bucephalus is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, Bucephalus is required to mark to market its fair value through profit or loss investments at the end of each reporting period. This process could result in significant write-downs of Bucephalus's investments over one or more reporting periods, particularly during periods of overall market instability, which would have a significant unfavourable effect on Bucephalus's financial position. Bucephalus manages market risk by having a portfolio which is not singularly exposed to any one issuer or class of issuers. The Bucephalus Board monitors changes in the market on an ongoing basis and adjusts Bucephalus's lending practices and policies when necessary to reduce the impact of the above risks.

### Liquidity Risk

Liquidity risk is the risk that Bucephalus will not have sufficient cash to meet its obligations as they become due. This risk arises from fluctuations in cash flows from making loan advances and receiving loan repayments. The goal of liquidity management is to ensure that adequate cash is available to honour all future investments. As well, effective liquidity management involves determining the timing of such commitments to ensure cash resources are optimally utilized.



As at September 30, 2019, Bucephalus had (\$5,548) (December 31, 2018 - \$195,034) in cash and short-term investments. The Corporation had working capital of \$1,173,865 (December 31, 2018 – \$1,457,004).

Bucephalus Capital does not have any bank indebtedness. In managements' opinion, Bucephalus Capital has sufficient resources to meet its current cash flow requirements.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. Bucephalus believes that cash flow from continuing operations and existing cash resources will be sufficient to meet Bucephalus Capital's short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support Bucephalus Capital's operations in the long-term. However, Bucephalus Capital may procure debt or equity financing from time to time to fund its operations.

### Currency Risk

Bucephalus Capital is exposed to certain currency risks that the value of certain financial instruments will fluctuate due to changes in foreign exchange rates. At times Bucephalus Capital intends to take advantage of foreign exchange contracts to manage the risk of currency fluctuations. As of September 30, 2019, Bucephalus Capital did not hold any such contracts.

### Other Risks

#### *Dependence on Key Personnel*

Bucephalus Capital is dependent upon the personal efforts, performance and commitment of its senior officers and directors, who are responsible for the development of Bucephalus Capital's business. Investors will be relying upon the business judgment, expertise and integrity of Bucephalus Capital's senior officers and directors. To the extent that the services of any of the senior officers or directors would be unavailable for any reason, a disruption to the operations of Bucephalus Capital could result, and other persons would be required to manage and operate Bucephalus Capital. Bucephalus Capital's future success will also depend in large part upon its ability to attract and retain highly skilled personnel. There can be no assurance that Bucephalus Capital will be successful in attracting and retaining such personnel.

#### *Possible Volatility of Stock Price*

The market price of the Subordinate Shares could be subject to wide fluctuations in response to factors such as actual or anticipated variations in Bucephalus Capital's results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of the Subordinate Shares.

#### *Competition*

Bucephalus Capital operates in an increasingly competitive environment. Both large and small competitors compete with Bucephalus Capital. Some of these competitors may have longer operating histories, greater name recognition and greater financial and marketing resources than Bucephalus Capital. Bucephalus Capital believes that its ability to compete effectively is dependent upon the quality of its product and client service. There can be no assurance that Bucephalus Capital will be able to compete effectively and retain its existing clients or attract and retain new clients. Bucephalus Capital's current and potential competitors may develop and market new products or services that render Bucephalus Capital's existing and future products and services less marketable or competitive.

#### *Maintenance of Client Relationships*

The ability of Bucephalus Capital to attract and maintain clients requires that it provide a competitive offering of products and services that meet the needs and expectations of its clients. Bucephalus Capital's ability to satisfy the needs or demands of its clients may be adversely affected by factors such as the inability or failure to identify changing client needs or expectations or the inability to adapt in a timely and cost-effective manner to innovative products and services offered by competitors.

#### *Strategic Relationships*

Bucephalus Capital anticipates that, from time to time, it will enter into strategic relationships to syndicate certain bridge loans where appropriate, as part of its strategy to diversify and manage risks associated with its bridge loan portfolio. Syndication will afford Bucephalus Capital the opportunity to participate in much larger transactions. There can be no assurance that Bucephalus Capital will be able to enter into such relationships in the future, and its inability to do so may adversely affect its ability to continue to service its existing and prospective clients.

#### **Share Data**

Bucephalus Capital's issued and outstanding share capital is as follows:

##### Outstanding Shares

	Nov 28, 2019	Sept 30, 2019	Dec 31, 2018
Subordinate Shares	23,638,717	23,638,717	23,638,717
Multiple Shares	<u>5,875,524</u>	<u>5,875,524</u>	<u>5,875,524</u>
Total Shares Outstanding	<u>29,514,241</u>	<u>29,514,241</u>	<u>29,514,241</u>

#### **Outstanding Options**

Type	Amount Outstanding	Exercise Price	Expiry Date
Stock option	1,900,000	\$0.07	May 27, 2021

## **Forward-Looking Information**

These materials include certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Other than statement of historical fact, all statements in this material, including, without limitation, statements regarding disclosure of contingent liabilities at the date of the consolidated financial statements and financial statement items subject to significant management judgment include revenue recognition; loan impairment and losses; the valuation of accounts receivable, the valuation of bridge loans and development and rental properties, future income tax assets, estimated asset retirement obligations, and future plans and objectives of the Company, are forward-looking statements that involve various known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove accurate. Actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date of these materials. Important factors that could cause actual results to differ materially from the Company’s expectations include, without limitation, the level of bridge loans completed, the nature and credit quality of the collateral security, estimated asset retirement obligations, as well as those factors discussed in the Company’s documents filed from time to time with the Canadian Securities Exchange, Canadian securities regulators and other regulatory authorities. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice.