COPLAND ROAD CAPITAL CORPORATION
Management's Discussion and Analysis

For the three months ended March 31, 2022
(Expressed in Canadian dollars unless stated otherwise)

Dated May 30, 2022

GENERAL

The following Management's Discussion and Analysis ("MD&A") has been prepared by management and is provided to enable readers to assess the results of operations and financial condition of Copland Road Capital Corporation ("CRCC") for the three months ended March 31, 2022. This MD&A should be read in conjunction with the Company's interim consolidated financial statements and related notes for the period ended March 31, 2022 (the "Financial Statements"). The terms "CRCC", the "Company", "we", "us", and "our" in the following MD&A refer to Copland Road Capital Corporation. This MD&A was prepared with reference to the MD&A disclosure requirements set out by National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"). The Financial Statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. All amounts, unless noted otherwise, are presented in Canadian dollars and on the Financial Statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements, along with additional information on the Company, are available on SEDAR at www.sedar.com. The Board of Directors of the Company, under the recommendation of its Audit Committee, has reviewed and approved the contents of this MD&A, and the information contained herein is presented as of May 30, 2022.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. Forward looking statements are frequently, but not always, identified by words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions or statements (including negative variations) suggesting that events, conditions or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements are statements concerning the Company's current beliefs, plans and expectations about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, the risks that: (i) any of the assumptions used in management estimates turn out to be incorrect, incomplete or flawed in any respect;(ii) operations are disrupted or suspended due to acts of god, unforeseen government actions or other events; (iii) the Company experiences the loss of key personnel; (iv) the Company's operations are adversely affected by other political, military or terrorist activities; (v) the Company becomes involved in any material disputes with any of its key business partners, lenders, suppliers or former customers; or (vi) the Company is subjected to any hostile takeover or other unsolicited attempts to acquire control of the Company. Other factors that could cause the actual results to differ include market prices, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver their services in a timely manner. Other risks are more fully described under the heading "Financial Risk Management and Capital Management" below as well as the risks discussed under the heading "Risk Factors" of the Company's annual MD&A dated May 2, 2022. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company assumes no obligation to update such forward-looking statements in the future, except as required by law. For the reasons set forth above, investors should not place undue reliance on the Company's forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

NON-IFRS FINANCIAL MEASURES

The Company's financial statements are prepared using IFRS; whereas, this MD&A refers to certain non-IFRS measures such as gross margin, and gross margin %. Non-IFRS measures are used externally to provide a supplemental measure of the Company's operating performance, facilitate comparisons, and enable analysis of the Company's ability to meet future capital and working capital requirements. Management uses them internally to prepare operating budgets and assess performance. These measures do not have standardized meanings prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS.

COMPANY OVERVIEW

Copland Road Capital Corporation was formed by amalgamation under the Canada Business Corporations Act. The amalgamated entity was named "Innovative Properties Inc." and its common shares became listed and posted for trading on the TSX Venture Exchange under the symbol "INR". On September 2, 2014, the Company announced that it had received final approval to list its common shares on the Canadian Securities Exchange ("CSE"). The Company's common shares commenced trading on the CSE effective September 3, 2014, under the symbol "INR". It received consent from the TSX Venture Exchange to voluntarily delist its shares effective upon the closing of markets on September 5, 2014. On May 29, 2019, the Company changed its name to Nabis Holdings Inc. and CSE ticker symbol to "NAB" and continued into British Columbia. On January 26, 2021, the Company implemented a proposal under the Bankruptcy and Insolvency Act of Canada (the "BIA") to: (i) cancel all of the existing equity claims on the capital of the Company; (ii) satisfy unsecured creditors' claims by issuing to each unsecured creditor its pro rata share of (a) 3,700,000 new common shares in the capital of the Company; and (b) $23,000,000 in new 5.3% Senior Unsecured Notes due in 2023 (the "Notes"); and (iii) to release the Company, its affiliates, and the Debentureholders who were parties to the Support Agreement and each of their current and former officers, directors, principals, and employees from certain claims pursuant to the BIA.

The Company divested its operating assets in the United States in 2021 and in December 2021, the Company completed a plan of arrangement under the British Columbia Business Corporations Act (the "Arrangement") that had the effect of selling the shares of Verano Holdings Inc. to a third party and using the proceeds from such sale to repurchase all of the $23 million Notes for $14,720,000 and de-listing the Notes. During the first quarter 2022, the Company changed its name to "Copland Road Capital Corporation". The Company's shares are listed on the Canadian Securities Exchange under the symbol "CRCC". The head office, principal address and records office of the Company are located at 7-B Pleasant Blvd. Suite 978, Toronto, Ontario, Canada, M4T 1K2.

GOING CONCERN

The Company has historically incurred operating losses and has had negative cash flow from operations since inception that have been financed primarily by the private placements of debt and equity securities. As at March 31, 2022, the Company has working capital of $1,047,302 and an accumulated deficit of $1,565,248. Management intends to finance operating costs over the next twelve months with cash on hand, through the private placement of common shares, issuance of loans and convertible loans, or the sale of remaining assets.

SELECTED ANNUAL INFORMATION

	2021 ($)	2020 ($)	2019 ($)
Revenue	2,919,338[1]	13,914,844	2,232,396
Net income (loss)	21,421,039	(18,372,926)	(26,290,647)
Total assets	1,399,120	20,609,831	37,506,023
Total current financial liabilities	201,937	43,476,235	-
Total non-current financial liabilities	Nil	-	26,042,253
Basic and diluted earnings (loss) per share	1.72	(0.15)	(0.24)

- Revenue for the year ended December 31, 2021 was $2,919,338 ((see footnote 1) compared to $13,914,814 in fiscal 2020 and $2,232,396 in 2019). Revenue earned in 2021 was earned from the Company's dispensary in Arizona which was classified as discontinued operations during the period. Fiscal 2019 represents the results of operations from October 11, 2019 to December 31, 2019.
- Net income in 2021 was $21,421,039 due to one-time gains on the sale of the Emerald Dispensary and the restructuring of the Company's debt obligations.
- Net loss in fiscal 2020 decreased significantly compared to 2019 as the Company conducted a fulsome cost containment exercise and reduced discretionary spend on consulting and management fees, sales and marketing, travel and business development and investor relations costs.
- Total assets of the Company decreased in 2021 compared to 2020 as the Company disposed of the Emerald Dispensary and used the proceeds to discharge indebtedness.

SUMMARY OF QUARTERLY RESULTS

	March 31 2022	December 31 2021	September 30, 2021	June 30, 2021
Revenue [2]	nil	nil	nil	nil
Cost of goods sold [2]	nil	nil	nil	nil
Gross profit [2]	nil	nil	nil	nil
Total operating expenses [2]	(1,808,434)	(32,702)	(449,079)	(350,452)
Other income (expenses)	7,778,348	(7,778,348)	(6,166,952)	(5,046,887)
Net income (loss)	(119,881)	7,745,646	(6,616,031)	(5,397,339)
Weighted-average number of shares outstanding	7,775,000	5,187,228	5,100,000	4,453,846
Income (loss) per share	(0.02)	1.49	(1.30)	(1.21)

[1] 2021 revenue arose as a result of discontinued operations but is reflected in this table for comparability purposes.

	March 31 2021[2]	December 31 2020	September 30, 2020	June 30, 2020
Revenue	2,917,959	3,470,161	4,149,947	3,987,777
Cost of goods sold	(1,698,198)	(2,327,266)	(2,290,375)	(2,144,880)
Gross profit	1,219,761	1,142,895	1,859,572	1,842,897
Total operating expenses	(1,808,434)	(4,952,705)	(2,434,653)	(2,195,626)
Other income (expenses)	26,277,436	(2,711,759)	(5,112,127)	(1,849,101)
Net loss	25,688,763	(6,794,620)	(5,687,208)	(2,201,830)
Weighted-average number of shares outstanding	33,813,734	121,729,441	120,790,309	118,129,437
Loss per share	0.76	(0.04)	(0.06)	(0.2)

Results of Operations

The Company incurred $118,624 in expenses in the quarter ended March 31, 2022 primarily related to payroll and professional services. Overall expenses decreased materially relative to the prior period due to reduced staffing and the relative lack of corporate activity relative which, in the comparable 2021 period, included the implementation of the Company's creditor proposal and the sale of the Company's Arizona assets to a third party.

Financing charges decreased materially as a result of the completion of the Arrangement in 2021 that extinguished the Company's remaining indebtedness.

OTHER ITEMS

The Company disposed of certain fixed assets that were related to its legacy business of cultivating and selling marijuana during the quarter ended March 31. Total proceeds of $84,750 were received subsequent to quarter end.

OUTLOOK

Impact of Covid-19

The rapid spread of COVID-19 has affected both people and global operations and may continue to do so for the foreseeable future. The extent of the financial and operational impact of COVID-19 has yet to be fully determined. The impact on the Company has/ may include curtailment of operations if deemed non-essential, logistic issues related to supply and delivery of products, stock market volatility which may impact the Company's access to market capital, revaluation of other financial assets, foreign translation risk as a result of the declining Canadian dollar, and delays in financial reporting.

To minimize the spread of the virus and its impact on the operations, the Company has facilitated remote work locations where possible, imposed travel restrictions and minimized social exposure by conducting meetings remotely. Head office operations were converted to a 100% remote working environment in March of 2020 with the office lease obligation being terminated through the court approved Proposal process.

[2] represents results from Perpetual Healthcare Inc. which was disposed of on March 10, 2021. Of the total $1,808,434 operating expenses incurred during the three-month period ended March 31, 2021, $676,955 related to the discontinued operations, resulting in net income from discontinued operations of $542,806 for the period of January 1, 2021 to March 10, 2021.

LIQUIDITY AND CAPITAL RESOURCES

The Company's objective in managing liquidity risk is to maintain sufficient liquidity to meet operational and investing requirements.

As at March 31, 2022, the Company had $100,804 in current liabilities (December 31, 2021 - $201,937) primarily relating to trade payables and accrued liabilities.

		March 31, 2022		December 31, 2021
Current assets	**$**	**1,148,106**	$	1,399,120
Current liabilities		**100,804**		(201,937)
Working capital (deficit)	**$**	**1,047,302**	$	1,197,183

The Company has an accumulated deficit of $1,047,302 (December 31, 2021 - $1,197,183). The Company currently has no income generating business. It expects to meet its obligations in the next twelve months using cash on hand and the proceeds from potential financing transactions.

The Company's ability to continue as a going concern is dependent upon its ability to finance operations with cash inflows derived from capital raises and new business opportunities. Future development of the Company will depend on the Company's ability to obtain additional capital through one or more financings. The Company has historically financed its operations primarily through the sale of share capital by way of private placements and through debenture issuances. Funding for potential future development obligations, in excess of funds on hand, will depend on the Company's ability to obtain financing through debt and equity financing, or other means. There can be no assurances that the Company will be successful in obtaining such financing on attractive terms, or at all. Failure to obtain such additional financing could result in the delay or indefinite postponement of further development of the Company's operations.

The Company considers its capital structure to include debt financing, contributed capital, accumulated deficit, and any other component of Shareholder's equity. The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it as appropriate given changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new units, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements. 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 have been no changes to the Company's capital management approach from the year ended December 31, 2021.

Future development of the Company will depend on the Company's ability to obtain additional financings. The Company has historically financed its operations primarily through the sale of common shares by way of private placements and debt issuance and the sale of Company assets. Funding for potential future development obligations, in excess of funds on hand, will depend on the Company's ability to obtain financing through debt and equity financing, or other means. There can be no assurances that the Company will be successful in obtaining any such financing on attractive terms, or at all. Failure to obtain such additional financing could result in the delay or indefinite postponement of further development of the Company's operations.

The Company issued 150,000 common shares during the period ended March 31, 2022 in connection with a commitment to issue shares made immediately prior to year-end and concurrent with a previously announced private placement.

The Company expects that cash on hand, along with any future private and/or public financing, will be adequate to meet the Company's operational needs for the next 12 months.

OUTSTANDING SHARE DATA

DESCRIPTION	AUTHORIZED CAPITAL OF THE COMPANY	OUTSTANDING AS OF THE DATE OF THIS MD&A
Common Shares	Unlimited	7,775,000
Restricted Share Units	Up to 10% of the I/O Common Shares	580,000
Performance Share Units	Up to 10% of the I/O Common Shares	Nil
Stock Options	Up to 10% of the I/O Common Shares	Nil

The authorized share capital of the Company consists of an unlimited number of common shares. At year end, the Company had 7,625,000 common shares issued and outstanding. As of the date of this MD&A, the Company has 7,775,000 common shares outstanding.

Restricted Stock Units ("RSUs")

During fiscal 2021, the Company adopted an omnibus Long-Term Incentive Plan ("LTIP") which provides for the issuance to executive officers, employees and consultants certain Restricted Share Units ("RSUs), Performance Share Units ("PSUs") and Common Share Purchase Options ("Options"). As of the date of this MD&A, there are 580,000 RSUs granted, nil PSUs, and nil Options issued and outstanding.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel is as follows:

		March 31, 2022		March 31, 2021
Management and consulting fees	**$**	**20,000**	$	40,000
Salaries and wages		**-**		18,333
Share-based compensation		**-**		
	$	**20,000**	$	**58,333**

As at March 31, 2021, $nil (December 31, 2021 - $33,771) is included in trade payables and accrued liabilities for amounts owing to related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2	Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3	Inputs that are not based on observable market data

The Company had $ nil marketable securities at March 31, 2022.

The Company determined that the carrying values of its short-term financial assets and liabilities approximate the corresponding fair values because of the relatively short periods to maturity of these instruments and the low credit risk.

There were no transfers between the levels of the fair value hierarchy during the year.

Financial Risk Factors

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market risk

Strategic and operational risks arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and its trade receivables. Cash deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank, there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

Historically the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and convertible debenture financing. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign currency risk.

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's exposure to interest rate risk is minimal.

SUBSEQUENT EVENTS

On May 11, 2022, the Company granted an aggregate of 580,000 RSU's to employees, directors and officers of the Company, of which 305,000 vested immediately and the balance vest within twelve months.

CRITICAL ACCOUNTING ESTIMATES

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and contingent liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future periods include the recoverability and measurement of deferred tax assets, the valuation of marketable securities, the recoverability of receivables, the impairment of non-financial assets, and the useful life of property, plant and equipment.

Significant judgments

The preparation of these financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether the collection of revenue is reasonably assured, the determination of the functional currency, and the determination of asset acquisition versus business combination.

RISKS AND UNCERTAINTIES

In addition to the risks described herein, reference is made to the section entitled "Risk Factors" in the annual MD&A of the Company dated May 2, 2022, which is incorporated herein by reference. The risks described herein are not the only risks faced by the Company and security holders of the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also materially and adversely affect its business. The business, financial condition, revenues or profitability of the Company could be materially adversely affected by any of the risks set forth in this MD&A, in the documents incorporated by reference or such other risks. The trading price of the Common Shares could decline due to any of these risks and investors could lose all or part of their investment. This MD&A contains forward-looking statements that involve risks and uncertainties. the Company 's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by the Company described below and elsewhere in this MD&A. No inference should be drawn, nor should an investor place undue importance on, the risk factors that are included in this MD&A as compared to those included in the documents incorporated by reference herein, as all risk factors are important and should be carefully considered by a potential investor.

The COVID-19 outbreak and its effect on the Company's business

In December 2019, a strain of novel coronavirus (now commonly known as COVID-19) ("COVID-19") was reported to have surfaced in Wuhan, China. COVID-19 has since spread rapidly throughout many countries, and, on March 11, 2020, the World Health Organization declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including Canada, have imposed unprecedented restrictions on travel, and there have been business closures and a substantial reduction in economic activity in countries that have had significant outbreaks of COVID-19.

It is currently not possible to predict how long the pandemic will last or the time that it will take for economic activity to return to prior levels. The COVID-19 pandemic has resulted in significant financial market volatility and uncertainty in recent weeks. A continuation or worsening of the levels of market disruption and volatility seen in the recent past could have an adverse effect on the Company's ability to access capital, business, results of operations and financial condition, and on the market price of the Common Shares. The extent of this potential disruption on the Company's business cannot be assessed as the full extent of the outbreak and its impact on the global economy cannot be predicted.

Failure to manage growth

If the Company's is unable to manage its continued growth successfully, its business and results of operations could suffer. The Company's ability to manage growth will require it to continue to build its operational, financial and management controls, contracting relationships, marketing and business development plans and controls and reporting systems and procedures. The Company's ability to manage its growth will also depend in large part upon a number of factors, including the ability for it to rapidly:

- expand its internal and operational and financial controls significantly so that it can maintain control over operations; and

- attract and retain qualified personnel in order to continue to evaluate investments that respond to evolving market conditions.

An inability to achieve any of these objectives could harm the business, financial condition and results of operations of the Company.

Disruption due to Acts of God

Disruptions in the activities of the Company may be caused by natural disasters, effects of climate change and man-made activities, pandemics, trade disputes and disruptions, war, terrorism, and any other forms of economic, health, or political disruptions. The Company's financial conditions are reliant on continued operations, and in circumstances where continued operations are not possible, the Company is likely to experience a decline in its revenue, and may suffer additional disruptions in the form of lack of access to its workforce, customers, technology, or other assets. The extent of the impact on the Company will vary with the extent of the disruption and cannot be adequately predicted in advance.

Profitability

There is no assurance that the Company will be able to reach or sustain profitability. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's business development and marketing activities. If the Company does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Dependence on management and key personnel

The Company depends on the business and technical expertise of its management team and its board of directors. It is unlikely that this dependence will decrease in the near term. The Company's success largely depends on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. Contributions made by the existing management team and additions made to the management team are of central importance to the Company's immediate and near-term operations. In addition, the competition for qualified personnel in the Company's industry is significant and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Dilution

The Company may make future acquisitions or enter into financings or other transactions involving the issuance of the Company's securities which may be dilutive to the existing shareholders.

Price volatility of publicly traded securities

In recent years, the securities markets in the U.S. and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price. There can be no assurance that continuing fluctuations in price will not occur. Any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in generating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. A public trading market in the Common Shares having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of Common Shares at any given time, which presence is dependent on the individual decisions of investors over which the Company has no control. There can be no assurance that an active trading market in Common Shares will be established and sustained. The market price for Common Shares could be subject to wide fluctuations, which could have an adverse effect on the market price the Common Shares. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance, net asset values or prospects of particular companies. If an active public market for Common Shares does not develop or is not maintained, the liquidity of a shareholder's investment may be limited and the Common Share price may decline.

Conflicts of interest

Certain of the Company's directors are also directors of other companies and as such may, in certain circumstances, have interests that conflict with those of the Company. The Company will, in the event such a conflict arises, require the conflicted director to recuse himself from voting on the matter giving rise to the conflict.

Debt levels

While the Company currently has no indebtedness, its ability to attract debt capital will depend on the Company's future operating performance and to a certain extent, economic, financial, competitive and other factors beyond the Company's control.

If the Company is unable to generate sufficient cash flow in the future to service its debt, it may be required to refinance all or a portion of its existing debt or obtain additional financing. There can be no assurance that any such refinancing would be possible or that any additional financing could be obtained on attractive terms or at all. The inability to obtain additional financing could have a material adverse effect on the Company's business, financial condition, liquidity and results of operations. Any additional equity financing would result in the dilution of shareholders.

Leverage

The degree to which the Company is leveraged could have important consequences on shareholders, including: (i) the Company's ability to obtain additional financing for working capital, capital expenditures or acquisitions may be limited; (ii) a significant portion of the Company's cash flow from operations may be dedicated to the payment of the principal of, and interest on, its indebtedness, thereby reducing funds available for future operations; and (iii) the Company may be more vulnerable to economic downturns and be limited in its ability to withstand competitor pressures. These factors may increase the sensitivity of distributable cash to interest rate variations.

Competition

The Company competes with other companies for financing and investment opportunities. Some of these companies may possess greater financial resources than the Company. Such competition may result in the Company being unable to enter into desirable strategic agreements or similar transactions, to recruit or retain qualified employees or to acquire the capital necessary to fund its investments.

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than the Company. Increased competition by larger and better financed competitors, including competitors to the Company's investments, could materially and adversely affect the business, financial condition and results of operations of the Company.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost-effective basis.

Officers and Directors
Bruce Langstaff, Executive Chairman
Jared Carroll, Director
Scott Kelly, Director
Jennifer Law, Director
Nicole Rusaw, CFO

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Additional information related to the Company can be found on SEDAR at www.sedar.com.