**BRABEIA INC.**
**(formerly Scavo Resource Corp.)**
**Management Discussion and Analysis**
**For the Three Months Ended August 31, 2015**

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at October 29, 2015 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended August 31, 2015 and the audited financial statements for the year ended May 31, 2015 of Brabeia Inc. (formerly Scavo Resource Corp.) (the "Company") with the related notes thereto. The unaudited condensed consolidated interim financial statements for the three months ended August 31, 2015, and comparative information presented therein, have been prepared in accordance with International Financial Reporting Standard ("IFRS") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

## Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to internet and social media industry (see section "Business Risks" herein) Forward-looking information is in addition based on various assumptions including, without limitation, the expectations and beliefs of management, that the Company can access financing, appropriate equipment and sufficient labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

## Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. On August 21, 2015, the Company completed the acquisition of 0969607 BC Ltd. ("096") (formerly Brabeia Inc.) through a share exchange agreement and changed its name to Brabeia Inc.

The Company is engaged in the development and marketing of its innovative social media marketing tools and services. In July 2013, the Company engaged three developers to build its initial contest management system ("CMS") and mobile application to be deployed through the internet and on iOS mobile devices.

The Company launched its first beta version of the CMS and mobile application through the first version of Brabeia.com in November 2013 and initiated its first client contests on Brabeia.com contest platform in December 2013 using its CMS and mobile application.

In January 2014, the Company also began to offer additional social media marketing services to assist clients to develop their web presence and brand to capture the power of its social media marketing tools

From December 2013 to present, the Company has created, launched and deployed contests for clients on Brabeia.com and continued the development of its CMS as the foundation of its social media marketing tool with increased functionality for the creating, launching and deploying of contests and trivia.

Using the feedback from client contests launched on Brabeia.com, the Company released the second version of its social media marketing tool with additional social marketing media functionality in June 2014 including polling, chat capability and pushing such social marketing content through social media channels.

In December 2014, the Company released the first version of its licensed dashboard for deployment on a client's own website to allow them to utilize the Company's social media marketing tool to create, launch and host their own social media marketing activity.

The Company's social media marketing tool:

- Generates and hosts customized contests and polling for contest sponsors for the local and global market with one click deployment to multiple social media channels;
- CMS can be deployed through licensed dashboard to client's own online platform to generate and host customized contests and polling;
- Allows contestants to enter multiple contests at any time and any place with mobile devices;
- Allows any business or organization to advertise as part of any customized contest or on a platform;
- Provides real time contest data, geographic, temporal, geo-temporal data, to business to use and target their marketing strategies to specified demographics; and
- Creates a dynamic environment, with trivia and chat capability, for contestants to track available contests based on time and geography and allows contestants to control how they share their contest experience.

From January 2015 to present, the Company has focused on continuing to create, launch and host contests through deployment on Brabeia.com and on expanding the licensing of its social media marketing tool through building and managing user relationships with clients, resellers, marketing companies, world social media influencers, exploring white label licensing opportunities to offer its social media marketing tools and services to clients locally, nationally and internationally.

**Overall Performance**

In October 2015, the Company's contest-marketing platform was added to RESAAS Services Inc. ("RESAAS") Marketplace. RESAAS is a cloud-based social business platform for the real estate services industry and features a membership of over 350,000 real estate professionals.

On September 22, 2015, the Company entered into a consulting agreement with Tara Geissinger, who is also appointed as Vice President of Marketing of the Company and joined the Board of Directors. Ms. Geissinger is responsible for creating and implementing a comprehensive marketing campaign specially designed to increase the Company's visibility and overall brand.

On August 28, 2015, the board approved the grant of 1,900,000stock options to officers, directors, employees and consultants. The options expire on August 28, 2017, and each stock option will allow the holder to purchase one common share of the Company at an exercise price of $0.30.

On August 21, 2015, the Company completed the business acquisition of 096 (see section "Business Acquisition" herein). Upon the completion of the transaction, Tracy W. Wattie and Guy Champagne are appointed to the board. Ms. Wattie is also appointed as new President and CEO of the Company. Mr. Giovanni Gasbarro stepped down from the position of President/CEO of the Company, but remains as a director.

In June 2015, the Company entered into a consulting agreement with Bluesky Corporate Communications Corp. ("Bluesky"), the President and CEO of which is Tod Hanas. Bluesky will assist the Company to implement a comprehensive marketing program specially designed to increase exposure to the brokerage and retail investment community, while increasing share value and liquidity to the existing capital structure of the Company.

In January 2015, the Company decided not to proceed with the further exploration of its Purple Onion Claims and has allowed the claims to expire. Accordingly, the Company wrote off the mineral properties of $252,637 as impairment during the quarter ended February 28, 2015.

In September 2014, Mr. Giovanni Gasbarro was appointed as CEO, President and Director of the Company. Mr. Salvatore Giantomaso stepped down from the position of President/CEO of the Company, but remains as a director of the Company.

**Business Acquisition**

On August 21, 2015, the Company completed the acquisition of 096 through share exchange.

On May 28, 2015, the Company entered into a share exchange agreement with 096, a private British Columbia company which has developed a fully-interactive contest marketing platform, to acquire all of Pre-acquisition Brabeia's issued and outstanding common shares in exchange for 25,800,000 common shares (the "Consideration Shares") of the Company (the "Transaction").

Upon closing the Transaction (the "Closing"), an aggregate of 2,580,000 of the Consideration Shares were issued to the shareholders of 096. The balance of 23,220,000 Consideration Shares will be issued in four equal tranches upon 096 achieving the following milestones (each, a "Milestone") after the closing:

(a) 5,805,000 Consideration Shares upon earning a total of $1,000,000 in gross revenue;
(b) 5,805,000 Consideration Shares upon earning a total of $3,000,000 in gross revenue;
(c) 5,805,000 Consideration Shares upon earning a total of $4,500,000 in gross revenue; and
(d) 5,805,000 Consideration Shares upon earning a total of $6,000,000 in gross revenue.

Concurrently with the Transaction, the Company closed a private placement by issuing 3,078,167 units at a price of $0.30 per unit for aggregate gross proceeds of $923,450. Each unit consists of one common share and one half of a share purchase warrant, each whole warrant entitling the holder to acquire one additional common share of the Company at a price of $0.60 per share for a period of two years from closing.

**Results of Operations**

The operation result of the three month period ended August 31, 2015 is not comparable with that of three month period ended August 31, 2014, because the current three month operation result includes the operation of 096 from August 22 to August 31, 2015.

During the three months ended August 31, 2015, the Company incurred a net loss of $442,948. The loss is mainly comprised of the following items:

- Consulting fee of $7,500 was paid to an investor relationship consulting company at a rate of $7,500 per month;
- Office and miscellaneous of $21,196 was mainly for office supplies, internet services, bank charges and miscellaneous expenses.
- Management fees of $3,000 was paid to CFO and director of the Company for coordinating the acquisition of 096;
- Professional fees of $110,475 are legal, accounting and auditing fees related to the business acquisition;
- Rent of $3,750 is paid to a company controlled by CFO and director of the Company. The Company terminated the rent in September 2015 after the completion of the Transaction;
- Salaries and benefits of $13,505 are paid to employees in White Rock office;
- Share-based compensation of $259,372 is the fair value of the 1,900,000 options granted in August 2015;
- Transfer agent and filing fees of $12,026 are for the AGM, monthly transfer agent maintenance, monthly CSE fees; and
- Website development of $12,124 is payment for website design, developing and related supplies.

The Company recorded a loss of $22,442 for the three months ended August 31, 2014. Major expenses include rent of $3,750, accounting, auditing and legal fees of $11,884, and registration, transfer agent and filing fees of $6,106.

**Quarterly Information**

| | Three months ended August 31, 2015 (3) | Three months ended May 31, 2015 | Three months ended February 28, 2015 (2) | Three months ended November 30, 2014 |
|---|---|---|---|---|
| Total Assets | $ 8,767,549 | $ 186,291 | $ 200,452 | $ 474,172 |
| Working Capital (deficiency) | 278,183 | (3,439) | 149,690 | 199,369 |
| Net Loss for the period | (442,948) | (53,129) | (302,316) | (29,370) |
| Net Loss per share | (0.03) | (0.00) | (0.02) | (0.00) |

| | Three months ended August 31, 2014 | Three months ended May 31, 2014 | Three months ended February 28, 2014 | Three months ended November 30, 2013 |
|---|---|---|---|---|
| Total Assets | $ 493,849 | $ 504,039 | $ 488,728 | $ 268,026 |
| Working Capital | 228,739 | 251,231 | 215,807 | 3,104 |
| Net Loss for the period | (22,442) | (7,666) | (9,664) | (26,216) |
| Net Loss per share | (0.00) | (0.00) | (0.00) | (0.00) |

(1) General and administrative expenses for all quarters before the three month ended August 31, 2015 include costs for: rent, office supplies, accounting and legal services, transfer agent and listing and filing activities. Generally these expenses are consistent from quarter to quarter.
(2) The Company wrote off $252,637 of mineral properties as impairment during the quarter ended February 28, 2015.
**(3)** The Company completed a business acquisition on August 21, 2015 and the operation results of the three months ended August 31, 2015 include that of the subsidiary from August 22 to August 31, 2015.

**Liquidity and Capital Resources**

The Company commenced fiscal 2016 with working capital deficiency of $3,439 and cash of $83,913. As at August 31, 2015, the Company had working capital of $228,739 and cash and cash equivalents of $493,849.

Net cash used in operating activities for the current three month period was $277,359. The net cash used in operating activities for the period consists primarily of the operating loss and a change in non-cash working capital items.

Net cash used in investing activity during the current three months period was $283,123, which is the discrepancy of $600,000 of loan to 096 during the three month ended August 31, 2015, and $316,897 of cash left at 096 bank account at the acquisition date.

Net cash from financing activity during the current three months period was $885,483. The Company completed a private placement in August 2015 by issuing 3,078,167 share units at $0.30 per unit for total proceeds of $923,450. The Company incurred share issuance costs of $37,967.

The Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the 2017 fiscal year.

**Related Party Transactions**

During the three months ended August 31, 2015, the Company entered into the following transactions with related parties:

(a) The Company paid or accrued rent of $3,750 (2014 - $3,750) to Brugas Holdings Inc., a company controlled by the Chief Financial Officer ('CFO") and director of the Company and a management fee of $3,000 (2014 - $Nil) to the CFO and director.

(b) In August 2015, 1,500,000 share options (2014 – Nil) were granted to three directors and officers of the Company. Those share options are valued at $204,767 (2014 - $Nil).

As at August 31, 2015, $99,653 (May 31, 2015 - $50,000) is owed to directors and companies controlled by directors of the Company.

Amounts due to related parties were due to companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

**Off Balance Sheet Arrangements**

The Company has no off Balance Sheet arrangements.

**Investor Relations**

The Company maintains a website at www.brabeia.com.

The Company entered into a consulting agreement with Bluesky Corporate Communications Corp. ("Bluesky"), the President and CEO of which is Todd Hanas. Bluesky will assist the Company to implement a comprehensive marketing program specifically designed to increase exposure to the brokerage and retail investment community, while increasing share value and liquidity to the existing capital structure of the Company. As such, Brabeia implemented improvements to its existing website, adding a page addressing investors: https://www.brabeia.com/investors as well as an eBook designed to teach end users how to convert their contest leads into sales.

**Commitments**

The Company has no commitments.

**Financial and Capital Risk Management**

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 fair value of the Company's receivables, accounts payable and accrued liabilities and due to related parties approximate their carrying values. The Company's other financial instruments, being cash and cash equivalents and marketable securities, are measured at fair value using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk.

The aging of trade accounts receivable as at August 31, 2015 was as follows (the aging days relates to balances past due):

| | Total | Current and < 90 days | 90 + days |
|---|---|---|---|
| Trade accounts receivable | | | $ 52,741 |

A credit concentration exists relating to trade accounts receivable. As at August 31, 2015, four customers accounted for 64% of trade accounts receivable.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at August 31, 2015, the Company had a cash and cash equivalent balance of $408,914 (May 31, 2015 - $83,913) and current liabilities of $229,080 (May 31, 2014 - $89,730).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

*Capital management*

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

**Significant Accounting Policies, Critical Judgments and Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited financial statements for the year ended May 31, 2015 and those of its unaudited condensed consolidated financial statements for the three months ended August 31, 2015.

**Future Accounting Standards and Interpretations**

Certain new accounting standards and interpretations have been published that are not mandatory for the August 31, 2015 reporting period. The following new standards have been assessed, but are not expected to have any impact on the Company's financial statements:

(a) IFRS 15, Revenue from Contracts with Customers

IFRS 15 are new standards on revenue recognition that will supersede IAS 18, *Revenue*, IAS 11, *Construction Contracts* and related interpretations. These standards are effective for the fiscal period beginning on or after January 1, 2017.

(b) IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

**Subsequent Events**

None

**Outstanding Share Data**

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

| | Number of shares Issued or issuable |
|---|---|
| Common shares | 22,385,403 |
| Stock options | 1,900,000 |
| Warrants | 1,539,084 |

<u>*Contingently issuable shares*</u>

On May 28, 2015, the Company and 096 entered into the Agreement (see section "Business Acquisition" herein), pursuant to which the Company will acquire all of the issued and outstanding shares of 096 by issuing up to 25,800,000 common shares of the Company to shareholders of 096. The Company issued 2,580,000 common shares on August 21, 2015 upon the closing of the transaction. The balance of 23,220,000 common shares are contingently issuable in four equal tranches upon 096 achieving the following milestones within a period of three years from closing of the Agreement:

(i) 5,805,000 common shares upon earning a total of $1,000,000 in gross revenue;

(ii) 5,805,000 common shares upon earning a total of $3,000,000 in gross revenue;

(iii) 5,805,000 common shares upon earning a total of $4,500,000 in gross revenue; and

(iv) 5,805,000 common shares upon earning a total of $6,000,000 in gross revenue.

The contingently issuable common shares would be placed in escrow upon their issuance pursuant to CSE policies.

**Business Risks**

Development and distribution of innovative social media marketing tool and services involves a number of business risks, some of which are beyond the Company's control.

*Competition*

There are a number of companies offering social media marketing services and tools and other companies using social media platforms, such as Facebook, Pinterest, Instagram, YouTube and Twitter to host contests for businesses and users. Some companies, such as Strutta, Heyo and Woobox, offer methods of marketing and driving customers to businesses by having the business offer sweepstakes to customers and providing an application for contestants to enter the sweepstake or an application to allow the business to create its own sweepstake. Other companies, such as Contest Canada, feature third party contests that relate directly to online advertising by particular businesses. There is no assurance that competition may not develop a similar product and service offering to Brabeia.

*Problems Resulting from Rapid Growth*

The Resulting Issuer will be pursuing, from the outset, a plan to market its platform throughout Canada, the United States and abroad and will require capital in order to meet these growth plans and there can be no assurances that the Resulting Issuer's working capital will enable the Resulting Issuer to meet these growth needs. The plan will place significant demands upon the Resulting Issuer, management, and resources. Besides attracting and maintaining qualified personnel, employees or contractors, the Resulting Issuer expects to require working capital and other financial resources to meet the needs of its planned growth. No assurance exists that the plans will be successful or that these items will be satisfactorily handled, and this may have material adverse consequence on the business of the Resulting Issuer.

*Additional Financing May be Required*

The Resulting Issuer may need additional financing to continue its operations. Financing may not be available to the Resulting Issuer on commercially reasonable terms, if at all, when needed. There is no assurance that the Resulting Issuer will be successful in raising additional capital or that the proceeds of any future financings will be sufficient to meet its future capital needs. If the Resulting Issuer issues more securities in future financings, it would result in substantial dilution to shareholders.

*Information Technology, Network and Data Security Risks*

The business of the Resulting Issuer faces security risks. Any failure to adequately address these risks could have an adverse effect on the business and reputation of the Resulting Issuer. Computer viruses, break-ins, or other security problems could lead to misappropriation of proprietary information and interruptions, delays, or cessation in service to clients.

*Reliance on Third Parties*

Brabeia relies on certain technology services provided to it by third parties, and there can be no assurance that these third party service providers will be available to the Resulting Issuer in the future on acceptable commercial terms or at all. If the Resulting Issuer were to lose one or more of these service providers, it may not be able to replace them in a cost effective manner, or at all. This could harm the business and results of operations of the Resulting Issuer.

*New laws or regulations*

A number of laws and regulations may be adopted with respect to user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Adoption of any such laws or regulations might impact the ability of the Resulting Issuer to deliver increasing levels of technological innovation and will likely add to the cost of making its products, which would adversely affect its results of operations.

*Proprietary Rights Could Be Subject to Suits or Claims*

No assurance exists that the Resulting Issuer or any Company with which it transacts business, can or will be successful in pursuing protection of proprietary rights such as business names, logos, marks, ideas, inventions, and technology which may be acquired over time. In many cases, governmental registrations may not be available or advisable, considering legalities and expense, and even if registrations are obtained, adverse claims or litigation could

*Possibility of Significant Fluctuations in Operating Results*

The Resulting Issuer's revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital and market acceptance of its services.

Revenues and operating results may also fluctuate based upon the number and extent of potential financing activities in the future. Thus, there can be no assurance that the Resulting Issuer will be able to reach profitability on a quarterly or annual basis.

*Third Party Intellectual Property Rights*

The Resulting Issuer could become subject to litigation regarding intellectual property rights that could significantly harm its business. The Resulting Issuer's commercial success will also depend in part on its ability to make and sell its systems and services without infringing on the patents or proprietary rights of third parties. Competitors, many of whom have substantially greater resources than the Resulting Issuer and have made significant investments in competing technologies or products, may seek to apply for and obtain patents that will prevent, limit or interfere with Brabeia's ability to make or sell Brabeia's systems or provide Brabeia's services.

**Corporate Governance**

The Company’s Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

**Directors and Officers: (as at the date of this MD&A):**

Tracy R. Wattie: Chief Executive Officer, President and Director
Bruno Gasbarro: Chief Financial Officer and Director
Tara Geissinger: Vice President of Marketing and Director
Giovanni Gasbarro: Director
Guy Champagne: Director

Company contact:
Tracy R. Wattie @ 604-314-0186

On behalf of the Board of Directors

*“Bruno Gasbarro”*

Bruno Gasbarro – October 29, 2015