MATICA ENTERPRISES

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

Date of Report: November 24, 2017

The following Management Discussion and Analysis ("MD&A") provides analysis of financial results of Matica Enterprises Inc. ("the Company") for the nine months ended September 30, 2017 with comparisons to 2016. This MD&A should be read in conjunction with the unaudited consolidated financial statements and notes thereto for the nine months ended September 30, 2017. Additional information relevant to the Company is available for review on SEDAR at www.sedar.com.

All financial results presented in this MD&A are expressed in Canadian dollars unless otherwise indicated.

Forward-Looking Information

Certain information included in this discussion may constitute forward-looking statements.

Forward-looking statements generally can be identified by the use of forward-looking terminology such as may, will, expect, intend, estimate, anticipate, believe, or continue (or the negatives thereof) or variations thereon or similar terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. These factors include the inherent risks involved in the mining, exploration, and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating mineral prices, the possibility of project cost overruns or unanticipated operating costs and expenses, uncertainties related to the necessity of financing, the availability of and costs of financing needed in the future, and other factors identified by the Company as risk factors. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. The reader is cautioned not to place undue reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

The Company was incorporated pursuant to the Business Corporation Act (British Columbia) in November 2007 under the name of Cadman Resources Inc. The Company was initially listed in July 2008 as a capital pool company ("CPC"), as defined in the policies of the TSX Venture Exchange (the "Exchange"). In December 2010, the listing of the Company's shares was transferred to the NEX Board. In July 2012, the Company began trading on the Canadian National Stock Exchange ("CNSX") under the symbol "CUZ" and voluntarily delisted from the NEX board.

In April 2014, the Company changed its name to Matica Graphite Inc. and began trading under the new symbol "GRF". In July 2014, the Company changed its name to Matica Enterprises Inc. In July 2014, the Company's shares were accepted for trading on the Frankfurt Stock Exchange.

In 2014, the Company completed a change of business with a primary focus in the medical marijuana industry. As a result of the change in business focus, trading of Matica shares was halted in August 2014 and resumed trading in November 2014 as "MMJ". The Company had retained an exploration property portfolio.

The Company has continued to acquire, evaluate and dispose of exploration properties and also to evaluate opportunities to invest in parties that are applicants under the Health Canada Access to Cannabis for Medical Purposes Regulation ("ACMPR").

HIGHLIGHTS OF COMPANY ACTIVITIES

Corporate Activities:

In April 2016, the Company filed a notice of change of auditor from Manning Elliott LLP of Vancouver to UHY McGovern Hurley LLP (formerly McGovern, Hurley, Cunningham, LLP) of Toronto.

In May 2016, the Ontario Securities Commission ("OSC") issued a temporary and then a permanent MCTO for failure to file the December 31, 2015 fiscal year filings. The MCTO was revoked and replaced by a cease trade order ("CTO") on August 3, 2016. The fiscal year filings were completed and the CTO was revoked on November 2, 2016.

In June 2016, Mr. Deol resigned from the board of directors of the Company.

Activities during the nine months ended September 30, 2017:

In 2017, the Company has received notices of commencement of dissolution for the three inactive numbered subsidiaries; 1022607 B.C. Ltd., 122608 B.C. Ltd., and 1024250 B.C. Ltd.

In March 2017, the Company signed a letter of intent ("LOI") with RoyalMax Biotechnologies Canada Inc. ("RoyalMax"), an applicant under the Access to Cannabis for Medical Purposes Regulation ("ACMPR") and the $50,000 due on signing the LOI was paid. In April 2017, the $135,000 due on signing of a definitive agreement was also paid. In June 2017, the Company issued 6,000,000 common shares (valued at 270,000 on the date of grant) upon receipt of all due diligence disclosure materials. Matica may earn a 65% interest for funding a cumulative $2,200,000 for the build out of the facility. Matica may then receive an additional 5% interest for making a payment of $400,000 within 30 days of notification of licensing by Health Canada. A final payment of $400,000 will become due after twelve months of production at the facility.

On March 15, 2017, Mr. David Lee resigned as a director and was replaced by Mr. Deol rejoining the board.

In July 2017, Mr. Denis Bouchard joined the Board of Directors and represents a Quebec based director for the Company's new focus in Dorval, QC.

Exploration Activities:

Nevada, U.S.A.

In September 2014, the Company entered into a property option and royalty agreement to acquire a 100% interest in the Grumpy Lizard Project. As consideration, the Company paid $57,291 and issued 3,400,000 shares to three individuals at a fair value of $272,000 as well as incurring $23,403 in staking costs. This agreement was subject to a 2.5% NSR on any materials sold from the project. The original claims were abandoned in 2015 and the exploration and evaluation balance for this project of $352,694 as at December 31, 2014 was recorded in 2015 as an impairment expense.

During 2015, the Company staked additional claims to the Grumpy Lizard Project. The company incurred 2015 staking costs of $10,057 (US$8,298.20), 2015 exploration and evaluation expenses of $26,676, and 2016 renewal costs of $2,225 (US$1,550). The balance of exploration costs of $38,958 were recorded as impairment at December 31, 2016.

In October 2015, the Company signed a property agreement to acquire 100% interest in the Clayton Valley Lithium Project located in Esmeralda County, Nevada. The Company issued 6,000,000 common shares to two companies at fair value of $240,000 and paid $15,000 in acquisition costs. The $255,000 was charged as an impairment expense in 2015 as the Company had no future exploration plans for this property.

In February 2016, the Company signed an agreement to acquire additional lithium claims in the Clayton Valley, Nevada. The Company signed an agreement to acquire a 100% interest in the McGee claims located in the south-eastern Clayton Valley. The payments required for a 100% interest were $23,244 (US$17,500) due at signing (paid) and a further US$30,000 due within 12 months of signing (the property was sold prior to the US$30,000 becoming due) and 8,500,000 common shares issued in February 2016 at a fair value of $255,000. These were issued 6,500,000 common shares to four companies and 2,000,000 common shares to two individuals jointly as spouses. There was a 3.75% NSR associated with the property.

In March 2016 the Company entered into a letter to intent with Cache Exploration Inc. to option the McGee Lithium Project in Nevada. In May 2016, the letter of intent was terminated by mutual consent.

In July 2016, the Company agreed to sell the two Clayton Valley lithium properties to Spearmint Resources Inc. ("Spearmint") for 4,700,000 common shares of Spearmint (received at a value of $188,000). The Company continues to hold a 2% NSR on one of the two properties. Spearmint may purchase half of the 2% NSR for US$500,000. These shares had been pledged as security for the $30,000 loan received by the Company in October 2016 which has since been repaid in full.

Medical Marijuana Activities:

In October 2014, the Company entered into an investment agreement (the "THCD Agreement") to acquire a 50% ownership interest in THCD. THCD was a private company incorporated under the laws of Nova Scotia. THCD was in the process of applying to become a licensed producer under the Health Canada marijuana for medical purposes regulation program ("MMPR").

To obtain an initial 50% ownership interest, the Company had agreed to fund THCD by $325,000 (provided) and to issue 1,000,000 common shares (624,000 issued to one company and 376,000 issued to one individual as directed by THCD at a combined value of $130,000). Upon THCD becoming a licensed producer, the Company would have been required to fund THCD for a further $1,175,000 ($240,000 of which was advanced in 2015) and delivering an additional 4,000,000 common shares to THCD nominees.

The Company provided THCD with an additional $240,000 in 2015 in anticipation of THCD becoming a licensed producer. The additional $240,000 paid to THCD was intended to be used for the purchase of HVAC equipment required in preparation for the pre-licensing inspection by Health Canada. These additional advances reduced the balance of the amount outstanding that the Company would have been required to fund upon THCD becoming a licensed producer.

In November 2015, the Company filed a notice of civil claim in the Vancouver registry of the supreme court of British Columbia naming THCD, Francis MacMaster, CEO of THCD, and other related parties as defendants in an attempt to recover funds and other damages suffered by the Company. The Agreement provided that, should a license not be granted by Health Canada by October 31, 2015, then the Agreement would terminate and Matica would return its 50% shareholding in THCD. The Company contends that Mr. Francis MacMaster, the CEO of THCD, failed to complete the facility and created conditions under which the October 31, 2015 deadline could not be met.

In May 2017, the Company reached a third party settlement in regards to its legal action against THCD and other related parties. Matica is to receive shares of the third party at a deemed value of $700,000. in two tranches of $350,000 each. The first tranche of 350,000 shares at a deemed value of $350,000 has been received. The second tranche of shares at a deemed value of $350,000 is to be issued on the date of issuance by Health Canada of an ACMPR cultivation license to THCD.

The 350,000 shares received by the Company are currently carried at $Nil value due to the shares not yet being listed or trading.

OUTLOOK

Matica is currently completing the build out of a 10,000 square foot medical marijuana growing facility in Dorval, Quebec. The Company has recently raised over $2.5 million to complete the build out and anticipates that the facility build out will be completed by end of November 2017. Matica further anticipates becoming a revenue generating medical marijuana company in 2018.

The marijuana market is evolving rapidly with the anticipation of the legalization of recreational marijuana announced to take place on July 1, 2018. The estimated base retail market value of recreational marijuana is projected to be in the billions. The Company continues to evaluate projects in the medical marijuana sector, including, but not limited to, the agricultural, medical, technological, and property development sectors of the industry.

OVERALL PERFORMANCE

As at September 30, 2017, the Company had cash and other current assets totalling $1,451,619 (December 31, 2016 - $177,782) and working capital of $1,298,098 (December 31, 2016 – deficiency of $121,587). For the nine months ended September 30, 2017, the Company incurred $1,500,720 (2016 - $506,907) in general and administrative expenses.

Selected Annual Information

The following table shows the financial results derived from the Company's financial statements for the years December 31, 2016, 2015, and 2014:

	2016	**2015**	**2014**
	$	$	$
Total Revenues	-	-	-
Net Profit (Loss)	(994,872)	(3,196,059)	(1,834,596)
Basic and diluted loss per share	(0.01)	(0.04)	(0.04)
Total Assets	177,782	183,287	1,219,371
Total Long Term Liabilities	-	-	-

FINANCIAL RESULTS

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of the Company.

Quarterly Information	Revenue	Net Income (Loss)	Basic and diluted income (loss) per common share
	$	$	$
September 30, 2017	-	(1,134,398)	(0.01)
June 30, 2017	-	(87,852)	(0.00)
March 31, 2017	-	(249,779)	(0.00)
December 31, 2016	-	(304,005)	(0.00)
September 30, 2016	-	(283,574)	(0.00)
June 30, 2016	-	(191,091)	(0.00)
March 31, 2016	-	(216,202)	(0.00)
December 31, 2015	-	(665,718)	(0.00)

Comparison of operating results

Quarterly Information

	Three Months Ended September 30,	
	2017	**2016**
General and administrative expenses	**$**	$
Management and director's fees	**39,000**	45,000
Marketing	**12,723**	-
Office and miscellaneous	**8,208**	11,482
Professional fees	**14,161**	26,395
Rent	**10,215**	13,002
Share-based compensation	**1,032,900**	27,000
Transfer agent and filing fees	**10,110**	3,175
Travel and promotion	**8,481**	2,279
Total general and administrative expenses	**1,135,798**	128,333

Comparison of results for the three months ended September 30, 2017 and 2016:

The Company's general and administrative expenses increased by $1,007,465 in 2017. This is due to an increase share-based compensation expense of $1,005,900 for 16,500,000 options granted during the period.

Other expenses remained relatively unchanged between the periods.

General and administrative expenses	Nine Months Ended September 30, 2017 $	2016 $
Management and director's fees	**109,500**	102,000
Marketing	**(5,839)**	31,002
Office and miscellaneous	**19,957**	21,482
Professional fees	**33,661**	71,368
Rent	**33,044**	40,506
Share-based compensation	**1,266,500**	226,300
Transfer agent and filing fees	**23,116**	9,970
Travel and promotion	**20,781**	4,279
Total general and administrative expenses	**1,500,720**	506,907

Comparison of results for the nine months ended September 30, 2017 and 2016:

The Company's general and administrative expenses increased by $993,813 in 2017. This is due to an increase in share-based compensation expense of $1,040,200 for 29,300,000 options granted during the period.

Marketing costs decreased by $36,841 and was a credit of $5,839 during the nine months ended September 30, 2017 due to the termination of a marketing contract as a result of the termination of the THCD agreement. Legal fees were also higher in 2016 by $37,707 due to this termination.

Liquidity and Capital Resources

As of September 30, 2017, the Company reported cash of $1,451,619 (December 31, 2016 - $47,154) and a working capital of $1,298,098 (December 31, 2016 - deficiency of $121,587).

Given the nature of the Company's operations, which consists of investing in applicants for medical marijuana licences and the exploration and evaluation of mineral properties, the most relevant financial information relates primarily to current liquidity, solvency, and planned expenditures. The Company's financial success is dependent upon the extent to which it can complete the facility build out to obtain a medical marijuana license and/or discover mineralization on the exploration properties. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

LATEST OUTSTANDING SHARE DATA

The following is the latest share data as of November 24, 2017.

Common shares at September 30, 2017	228,307,691
Issued for stock options exercised subsequent to September 30, 2017	6,000,000
Issued for warrants exercised subsequent to September 30, 2017	2,420,000
Common shares issued at November 24, 2017	236,727,691
Stock options at September 30, 2017	17,500,000
Plus stock options granted subsequent to September 30, 2017	2,000,000
Less stock options exercised subsequent to September 30, 2017	(6,000,000)
Stock options outstanding at November 24, 2017	16,500,000
Warrants at September 30, 2017	64,668,235
Less warrants exercised subsequent to September 30, 2017	(2,420,000)
Warrants outstanding at November 24, 2017	62,248,235
Fully diluted at September 30, 2017	310,475,926
Fully diluted at November 24, 2017	315,475,926

OFF BALANCE SHEET TRANSACTIONS

The Corporation has not entered into any off balance sheet agreements.

RELATED PARTY TRANSACTIONS

The following is a summary of transactions with directors and/or officers, and companies controlled by them:

Nine months ended September 30,	**2017**	2016
	$	$
Director fees – Mr. Deol (2016 – paid to a company controlled by Mr. Deol)	**3,000**	9,000
Directors fees – Mr. Bouchard	**1,500**	-
Management fees – Mr. Ziger, CEO	**72,000**	72,000
Management fees – Mr. Brown, interim CFO	**33,000**	21,000
Share-based compensation – Mr. Ziger, Director and CEO	**255,570**	24,982
Share-based compensation – Mr. Deol, Director	**87,548**	3,331
Share-based compensation – Mr. Bouchard, Director	**73,020**	-
Share-based compensation – Mr. Brown, Director and interim CFO	**233,588**	24,982
Total key management compensation	**759,226**	155,295

Due from related parties	**September 30, 2017**
	$
Expense advance – Mr. Ziger, Director and CEO	**2,000**
Expense advance – Mr. Brown, Director and interim CFO	**2,000**

Due to related parties	**September 30, 2017**
	$
Incurred expenses – Mr. Ziger, Director and CEO	**10,039**
Incurred expenses – Mr. Brown, Director and interim CFO	**26,805**

The following are related party details for shares issued for debt during the nine months ended September 30, 2017:

	Shares	Average Unit Price	Fair Value
	#	$	$
Management fees – Mr. Ziger, Director and CEO	4,571,429	0.0210	96,000
Management fees – Mr. Brown, interim CFO	2,085,714	0.0216	45,000
Director fees – Mr. Charn Deol, Director	85,714	0.0350	3,000
	6,742,857		144,000

Due to related parties include payables to directors and/or officers in the amount of $36,844 (2016 - $9,012). These amounts are unsecured and non-interest bearing.

During the nine months ended September 30, 2017, the Company issued 6,742,857 common shares valued at $144,000 to three directors and/or officers in lieu of their 2017 compensation. Of this amount, $37,500 is included in prepaids at September 30, 2017.

TRANSACTIONS RELATED TO SHARE ISSUES AND POTENTIAL SHARE ISSUES

In January 2016, the Company extended the expiry date of 7,270,000 warrants exercisable at $0.07 from January 8, 2016 to January 8, 2017.

In February 2016, the Company granted 3,400,000 stock options to four directors and/or officers and 2,100,000 stock options to three consultants and one consulting firm resulting in a share-based compensation expense of $91,600. The options are exercisable at a price of $0.02 per share for a period of five years expiring in February 2021. The options vested immediately on the date of grant. Of these, the 1,500,000 options granted to Mr. Ziger, a Director and CEO, and the 1,500,000 options granted to Mr. Brown, a Director and interim CFO, were cancelled.

For the year ended December 31, 2016, the Company issued 22,896,667 common shares at a fair value of $347,200 to eight individuals and three companies as settlement of debt. These included 1,000,000 common shares that were held in treasury and subsequently cancelled and re-issued.

In June 2016, the Company cancelled 1,000,000 common shares and 1,000,000 warrants issued to the CEO, Mr. Boris Ziger, in 2015 as debt settlement of $80,000. Mr. Ziger elected to forgo his $92,000 of 2015 salary compensation in light of the failure of THCD to complete the facilities and obtain a Health Canada licence by October 31, 2015.

The Company also cancelled and replaced 1,000,000 common shares issued to the former accountant as partial debt settlement.

For the year ended December 31, 2016, the Company issued 11,500,000 common shares for stock options with cash proceeds of $157,500.

In April 2016, the Company granted 3,700,000 stock options to five consultants and one consulting firm. The options are exercisable at a price of $0.02 per share for a period of five years expiring in April 2021. The options vested immediately on the date of grant.

In May 2016, the Company granted 1,000,000 stock options to a consulting firm. The options are exercisable at a price of $0.015 per share for a period of five years expiring in May 2021. The options vested immediately on the date of grant.

In June 2016, the Company granted 3,000,000 stock options to a consulting firm. The options are exercisable at a price of $0.01 per share. Of these options, 1,000,000 expire after one year in June 2017 and 2,000,000 expire after five years in June 2021. The options vested immediately on the date of grant.

In July 2016, the Company granted 3,000,000 stock options to two consulting firms. The options are exercisable at a price of $0.01 per share for a period of one year expiring on July 2017. The options vested immediately on the date of grant.

In October 2016, the Company received a loan of $30,000 bearing interest at 2% per month (or any part month) with a maturity date of January 31, 2017. The loan was secured by the 4,700,000 common shares of Spearmint received from the sale of the two lithium properties in July 2016. The loan balance at December 31, 2016 was $10,000 which was paid in full with interest at January 31, 2017.

In November 2016, the Company granted 3,200,000 stock options to three consultants at an exercise price of $0.015 per share for a period of nine months expiring in August 2017 and vesting on the date of grant.

In November 2016, the Company granted 2,700,000 stock options to three directors and/or officers and one consultant at an exercise price of $0.025 per share for a period of five years expiring in November 2021 and vesting on the date of grant.

In November 2016, the Company granted 3,000,000 stock options to a consulting firm at an exercise price of $0.025 per share for a period of six months expiring in May 2017 and vesting on the date of grant.

In January 2017, the Company issued 4,600,000 common shares to two directors and officers in lieu of a portion of their 2017 compensation. The Company also issued 200,000 common shares to a service provider as settlement of $5,691 of debt.

In February 2017, the Company granted 6,000,000 stock options to thee consulting firms. The options are exercisable at a price of $0.03 per share for a period of six months expiring in August 2017. The options vested immediately on the date of grant.

In March 2017, the Company granted 4,500,000 stock options to three consultants. The options are exercisable at a price of $0.045 per share for a period of six months expiring in September 2017. The options vested immediately on the date of grant.

In March 2017, the Company granted 1,800,000 stock options to two directors and two consultants. The options are exercisable at a price of $0.045 per share for a period of two years expiring in March 2019. The options vested immediately on the date of grant.

In March 2017, the Company granted 500,000 stock options to a consultant. The options are exercisable at a price of $0.045 per share for a period of 2.5 years expiring in September 2019. The options vested immediately on the date of grant.

In July 2017, the Company granted 14,500,000 stock options exercisable at $0.11 of which 4,500,000 have an expiry of January 2018 and 10,000,000 have an expiry of July 2019. The options vested immediately on the date of grant.

In August 2017, the Company granted 2,000,000 stock options exercisable at $0.10 with an expiry of February 2018. The options vested immediately on the date of grant.

In July 2017, the Company closed a private placement of 50,466,000 units at $0.05 for gross proceeds of $2,523,300. Each unit consists of one common share and one share purchase warrant exercisable at $0.10 for 18 months following the closing date. The Company issued 1,356,960 broker share purchase warrants exercisable at $0.05 for 18 months from the closing date and paid $134,864 in finders' fees.

For the nine months ended September 30, 2017, 1,900,000 common shares were issued on exercise of warrants at $0.05 for cash proceeds of $95,000.

For the nine months ended September 30, 2017, 22,900,000 common shares were issued on exercise of stock options for cash proceeds of $723,000.

Subsequent to September 30, 2017, the Company granted 2,000,000 options exercisable at $0.095 with an expiry of April 13, 2018 and issued 6,000,000 common shares for proceeds of $597,500 from the exercise of 500,000 options at $0.025, 2,000,000 options at $0.10 and 3,500,000 options at $0.11

Subsequent to September 30, 2017, the Company issued 2,420,000 common shares for proceeds of $236,000 from the exercise of 2,300,000 warrants at $0.10 and 120,000 broker warrants at $0.05

CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management judgement and estimates include the determination of impairment of exploration and evaluation assets and financial instruments, decommissioning liabilities, deferred income tax assets and liabilities, assumptions used in valuing options in share-based payment calculations, indemnification provision for flow-through shares and interest and penalties of flow-through shares, and determination of control in investment in associates. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Under IFRS, the Company defers all costs relating to the acquisition and exploration of its mineral properties ("exploration and evaluation" assets). Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using a unit-of-production method. The Company reviews events or changes in circumstances that may indicate that the carrying values of its properties need to be reassessed for recoverability. When the carrying value of a property exceeds the estimated net recoverable amount, provision is made for impairment in value. IFRS also allows the reversal of impairments if conditions that gave rise to those impairments no longer exist.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property do create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

Under IFRS 2 - Share-based Payments, stock options are accounted for by the fair value method of accounting. Under this method, the Company is required to recognize a charge to the statement of loss based on an option-pricing model based on certain assumptions including dividends to be paid, historical volatility of the Company's share price, an annual risk free interest rate, forfeiter rates, and expected lives of the options.

ADOPTION OF NEW PRONOUNCEMENTS

The Company adopted the following accounting policies effective January 1, 2016:

IAS 1 *Presentation of Financial Statements* - In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

The adoption of the above new standards and the amendments to other standards did not have a significant impact on the Company's consolidated financial statements.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The following standards will be effective for annual periods beginning on or after January 1, 2017:

IFRS 9 *Financial Instruments* - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 is effective for annual periods beginning on or after January 2018 with early adoption permitted.

IFRS 10 *Consolidated Financial Statements ("IFRS 10")* and IAS 28 *Investments in Associates and Joint Ventures* ("IAS 28") - IFRS 10 and IAS 28 were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

IFRS 16 - Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 - Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Classification

Financial instruments are classified into one of five categories: fair value through profit or loss ("FVTPL"), held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are measured at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and accounting for changes in the values of these investments will depend on their initial classification as follows: FVTPL financial assets are measured at fair value with changes in fair value recognized in operations. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the change in value is realized or the instrument is derecognized or permanently impaired.

The Company has classified its cash and cash equivalents and marketable securities as FVTPL. Accounts payable and accrued liabilities, note payable and due to related parties are classified as other financial liabilities.

The following table summarizes the carrying values of the Company's financial instruments:

	September 30, 2017	December 31, 2016
	$	$
FVTPL (i)	**1,451,619**	141,154
Other financial liabilities (ii)	**105,312**	154,217

(i) Cash and cash equivalents, and marketable securities
(ii) Accounts payable and accrued liabilities, note payable, and due to related parties

Fair value

As at September 30, 2017, the Company's financial instruments consist of cash and cash equivalents, accounts payable and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 7 "Financial Instruments – Disclosures", requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. IFRS 7 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial instruments measured at fair value on a recurring basis are as follows:

At September 30, 2017:

	Level 1	Level 2	Level 3	Total
	$	**$**	**$**	**$**
Cash and cash equivalents	**1,451,619**	**-**	**-**	**1,451,619**

At December 31, 2016:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash and cash equivalents	141,154	-	-	141,154

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk on cash the Company places the instrument with a financial institution.

Liquidity risk

The Company ensures its holding of cash is sufficient to meet its short-term general and administrative expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or less or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed Commercial Paper or similar instruments.

Foreign exchange risk

The Company has limited foreign exchange risk as the majority of its transactions are in Canadian dollars. Foreign currency transactions are recorded in Canadian dollars based upon the exchange rates as at the time of the transaction.

Interest rate risk

The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available in the market by the major Canadian financial institutions.

RISK AND UNCERTAINTIES

Exploration for minerals and development of mining operations involve many risks, many of which are outside the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure or easy access.

The economics of developing mineral properties are affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Depending on the prices of minerals produced, which have fluctuated widely in the past, the Company may determine it is impractical to commence or continue commercial production.

Reserves and resource estimates

Any mineral and resources estimates if disclosed in the Company's public filings are only estimates and no assurances can be given that any particular level of recovery of minerals will be realized or that an identified resource will ever qualify as a commercially mineable deposit which can be legally and economically exploited. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by ore type at optimal crush sizes.

Actual mineral recoveries may exceed or fall short of projected laboratory test results. As stated previously, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions among other things. Short-term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under onsite conditions or in production scale operations. Material changes in proven and probable reserves or resource grades, waste-to-ore ratios or recovery rates may affect the economic viability of projects. The estimated proven and probable reserves and resources disclosed in the Company's public filings should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company engages, as needed, expert independent technical consultants to advise on, among other things, mineral reserves and resources and project engineering. The Company believes these experts to be competent and that they carry out their work in accordance with internationally recognized standards. If, however, any work conducted by these experts is ultimately found to be incorrect or inadequate in any material respect, the Company may experience resulting delays and increased costs.

Foreign countries, laws and regulations

The Company has acquired mineral properties and incorporated a subsidiary in Nevada, USA, and is therefore exposed to the laws governing the mining industry in the State of Nevada and the USA.

Commodity prices

The profitability of the Company's operations, if established, will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, forward sales by producers, production, industrial and jewelry demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political development. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production of the Company's properties to become impracticable.

A reduction in the price of commodities may prevent the Company's properties from being economically mined or result in the write-off of assets whose value is impaired as a result of low prices.

The price of graphite and lithium may also have an influence on the market price of the Company's common shares.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company’s Chief Financial Officer and Chief Executive Officer (the "Certifying Officers”) are responsible for establishing and maintaining disclosure controls and procedures (“the Procedures”) which provide reasonable assurance that information required to be disclosed by the Company under provincial or territorial securities legislation (the “Required Filings”) is reported within the time periods specified. Without limitation, the Procedures are designed to ensure that material information relating to the Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Company’s Certifying Officers are also responsible for establishing and maintaining internal controls over financial reporting (“Internal Controls”) and have designed such Internal Controls, or caused it to be designed under their supervision, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There are inherent weaknesses in the Internal Controls due to the small size of the Company and its inability to segregate incompatible functions. The Company does not have sufficient size and scale to warrant the hiring of additional staff to correct the weakness at this time.

The Certifying Officers evaluate the Company’s internal controls on a regular basis and have certified that there was no change in the Company’s internal controls during the nine months ended September 30, 2017 that materially affected, or is reasonably likely to materially affect, the Company’s internal controls.

APPROVAL

The Board of Directors of Matica Enterprises Inc. has approved the disclosure contained in this MD&A on November 24, 2017. A copy of this MD&A will be provided to anyone who requests it and can be obtained, along with additional information, under the Company profile on the SEDAR website at www.sedar.com.