WHATTOZEE NETWORKS INC.

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THE ATTACHED CONDENSED INTERIM FINANCIAL STATEMENTS FORM AN INTEGRAL PART OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND ARE HEREBY INCLUDED BY REFERENCE

Management Discussion and Analysis as of May 16, 2017

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the condensed interim financial statements for the period ended March 31, 2017 and the audited financial statements for the year ended June 30, 2016; together with the corresponding notes of Whattozee Networks Inc. (the "Company"). This MD&A covers the period ended March 31, 2017, and the subsequent period up to the date of filing.

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed interim financial statements follow the same accounting policies and methods of application as our most

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recent annual financial statements and do not include all the information required for full annual financial statements. Accordingly, they should be read in conjunction with our IFRS financial statements for the fiscal year ended June 30, 2016. The accounting policies applied in the unaudited condensed interim financial statements are based on International Financial Reporting Standards ("IFRS") issued and outstanding as of May 16, 2017, the date the Board of Directors approved these unaudited condensed interim financial statements and they are consistent with those disclosed in the annual financial statements.

Effective January 27, 2017, the Company consolidated its common share capital on a 3-old for 1-new basis, whereby each three old shares are equal to one new share without par value. All references to common shares, stock options, warrants and weighted average number of shares outstanding in this Management Discussion and Analysis reflect the share consolidation unless otherwise noted.

All amounts are expressed in Canadian dollars unless otherwise noted. Readers are encouraged to read the Company's public information filings on SEDAR at www.sedar.com.

Outlook

Since refocusing the Company on the technology space – the Company has identified an underserviced niche; and is developing the concept internally under the project name "Whattozee". Whattozee synthesizes two online businesses on one platform; event planning and social media endorsement merge under Whattozee's automated engine. This organically developed concept is still in its formative stages, but the Company has devoted considerable resources to its development.

During the period ended March 31, 2017, the Company continued to develop its diversification strategy. Following the February 2016 unveiling of the beta version of Whattozee.com, the Company has continued to fine-tune the technology in preparation for a commercial launch. The recommendations contained in a technology audit completed in early October are being integrated into the Company's business plan while the development and refinement of the technology continues. The Company is continuing its search for complimentary technologies to those developed in-house to drive the Whattozee engine.

The Company has spent a considerable effort investigating one up-and-coming sector that could benefit from Whattozee's expertise. Management has commenced discussing a strategic alliance with a social media company specializing in the cannabis industry. The parties believe that the Whattozee engine could provide leverage to certain initiatives already underway. The Company expects to be able to report a conclusion to these discussions prior to fiscal year-end.

Strategic growth opportunities exist where the Company can add value to clients' existing initiatives in social media engagement. These opportunities may require long lead-times and extensive due diligence to understand the clients' needs and capacities. The Company is developing a revenue strategy as to how it can derive income from this consulting and business development effort.

Capital restraints during the period have limited the Company's ability to drive forward with the roll-out of its technology platform. Management is confident that with appropriate working capital funding, the platform can be implemented as a useful tool to those clients seeking additional social media engagement. During the current period of fiscal limitation, the Company has focussed on researching new markets for the technology, and unrecognized industries that could benefit from Whattozee's expertise.

Corporate Overview

Whattozee Networks Inc. (the "Company) was incorporated in the Province of British Columbia on March 14, 2008 under the Business Corporations Act of British Columbia. The name change to Whattozee Networks Inc. became effective June 9, 2016. The Company's registered office is located at Suite 1450 - 701 West Georgia Street, Vancouver, British Columbia.

Effective January 25, 2017, the Issuer's common shares were consolidated on a one-new for three-old basis, resulting in 5,148,405 common shares being issued and outstanding. In conjunction with the share consolidation, the CSE recognized the Issuer's name change to Whattozee Networks Inc, and the Fundamental Change of the Issuer's business from being a mining issuer to be being a technology issuer. During the period, in two tranches – the Company closed the non-brokered private placement announced

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November 18, 2016. It issued 10,000,000 common shares at $0.05 cents per share, for proceeds of $500,000. The proceeds from both private placements were added to the Company's working capital.

The Company's anticipated operating losses and increasing working capital requirements will require that it obtain additional capital to continue operations.

The Company will depend almost exclusively on outside capital. Such outside capital will include the sale of additional shares. There can be no assurance that capital will be available as necessary to meet these continuing exploration and development costs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in significant dilution to the equity interests of its current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected. The financial statements do not reflect adjustments to the carrying values of assets, liabilities or reported results should the Company be unable to continue as a going concern.

Overall Performance
The ability of the Company to continue to operate as a going concern is dependent on its ability to ultimately operate its business at a profit. To date, the Company has not generated any significant revenues from operations and will require additional funds to meet its obligations and the costs of its operations. Thus, further losses are anticipated prior to the generation of any profits. As at March 31, 2017, the Company had working capital of $91,911 (2016 year-end working capital deficit of: $11,697), and had accumulated a deficit of $10,708,803 (2016 fiscal year-end deficit: $10,318,200) since inception.

Trend Analysis
The business of the Company entails significant risks. Any analysis of the trend of the company's activities would reveal this. And there is nothing to suggest that these trends will change.

Selected Financial Data [Annual]
The following tables show selected summary financial information which have been derived from the annual financial statements of the Company.

		Year ended		
		June 30, 2016	**June 30, 2015**	**June 30, 2014**
Operating Revenue	$	0	0	0
Net income (loss)	$	(626,545)	(81,097)	(547,435)
Income (Loss) per share	$	(0.05)	(0.01)	(0.10)
Share capital	$	9,613,138	9,265,168	8,996,484
Common shares issued		15,445,221	11,945,221	7,645,222
Weighted average shares outstanding		13,343,855	7,895,907	4,372,345
Total Assets	$	63,191	226,974	1,133,025
Net Assets (liabilities)	$	(11,697)	203,067	15,480
Cash Dividends Declared per Common Shares	$	0	0	0

Operations Overview

<u>Whattozee Diversification strategy</u>

In an effort to diversify, commencing in the current period, the Company has engaged the services of an external consultant to

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review projects in the technology space and to potentially develop technology-based concepts in-house. The Company has identified an underserviced niche; and is developing the concept internally under the project name “Whattozee”. Whattozee synthesizes two online businesses on one platform; event planning and social media endorsement merge under Whattozee’s automated engine. This organically developed concept is still in its formative stages but is expected to commercially launch in the near future. The Company will seek to sell the services of WhatToZee under the WhatToZee brand and through white label agreements with other companies.

Turner Lake Property

In the prior year, the Company determined that due to the level of inactivity within the property, impairment of the property should be recognized. As a result, the Company recorded a $26,667 property impairment expense thus reducing the carrying value of the Turner Lake Property to $nil to more accurately reflect the realizable value of the property.

Please see the Company’s previous disclosure for detailed exploration summaries.

Results of Operations

Nine months ended March 31, 2017

During the period, the Company incurred an operating expense increase of 11% to $390,603 [2016: $351,224]. The bulk of the expenses in the current period were related to the Company’s diversification strategy incurring $138,626 in business development expense [2016: $113,199] and consulting expense of $48,000 [2016: $58,850]. The reduction in consulting expense is reflective of the departure of the CTO in the period. General and administrative expense of $45,560 increased 38% compared to the $32,996 incurred in the comparative 2016 period, indicative of the administrative burden to transition from the TSX Venture Exchange to the Canadian Securities Exchange and the increased overheads associate with a larger team and the commensurate need for more space. Management fees increased to $110,000 compared to $90,000 in 2016 reflecting the availability of increased working capital and the ability to pay fees more in keeping with existing management services agreement. Professional fees were reduced by 40% to $16,038 from $26,606 in 2016 as a reflection that much of the cost related to the transition from the TSX Venture Exchange to the CSE was incurred in prior periods.

Fiscal year ended June 30, 2016

During the year, the Company incurred operating expenses of $599,959 [2015: $453,263]. The bulk of the expenses in the current period were related to the Company’s diversification strategy by the addition of $191,362 in business development expense [2015: $nil] and consulting expense of $111,150 [2015: $nil]. General and administrative expense of $48,028 increased 50% compared to the $31,873 incurred in 2015, indicative of the administrative burden to transition from the TSX Venture Exchange to the Canadian Securities Exchange and the increased overheads associate with a larger team. Management fees were reduced by 67% to $120,000 compared to $360,000 in 2015. Professional fees increased nominally to $30,154 from $28,933 in 2015 as a reflection of the additional, incurred expenses in 2016 related to securing a listing on the Canadian Securities Exchange; transfer agent and regulatory fees were consistent in the period. The Company recorded interest income of $536 compared with the $2,167 recorded in 2015, indicating the reduced amount of interest bearing deposits during the current period. The Company recorded non-cash expenses related to the write-down of the Turner Lake Property of $26,667; and $63,811 for share-based compensation related to the grant of stock options during the year.

Fluctuations in Results

Other than a significant increase in business development expense and consulting fees related to the diversification strategy, recorded amounts were consistent period to period.

Liquidity and Capital Resources

As at March 31, 2017, the Company had working capital of $91,911 (2016 year-end working capital deficit: $11,697) and had accumulated a deficit of $10,708,803 (2016 fiscal year-end deficit: $10,318,200) since inception.

As at March 31, 2017, the Company had cash and equivalents on hand of $135,874.

During the period, in two tranches – the Company closed the non-brokered private placement announced November 18, 2016. It issued 10,000,000 common shares at $0.05 cents per share, for proceeds of $500,000. The proceeds from both private placements were added to the Company's working capital.

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The Company expects its current capital resources are sufficient to carry on its planned operations.

Effective April 8, 2016, the Company closed the final tranche of the private placement announced October 22, 2015. It issued 483,333 common shares at $0.30 cents per share, for proceeds of $145,000. Effective December 22, 2015, the Company issued 683,333 common shares at $0.30 cents per share, for proceeds of $205,000 in the first tranche closing of a non-brokered private placement. The proceeds from both private placements were added to the Company's working capital.

Selected Financial Data [Quarterly - unaudited]

(Expressed in Canadian Dollars)

		Quarter Ended							
		3/31/2017	**12/31/2016**	**9/30/2016**	**6/30/2016**	**3/31/2016**	**12/31/2015**	**9/30/2015**	**6/30/2015**
Net Revenues	$	-	-	-	-	-	-	-	-
Compre-hensive (loss) gain	$	(87,826)	(143,996)	(158,781)	(275,227)	(140,807)	(134,218)	(76,293)	264,974
Earnings (loss) per share	$	(0.02)	(0.03)	(0.03)	(0.05)	(0.03)	(0.03)	(0.02)	0.07
Share capital	$	10,107,349	9,613,138	9,613,138	9,613,138	9,470,068	9,470,068	9,265,168	9,265,168
Common shares issued		15,148,405	5,148,405	5,148,405	5,148,405	4,665,074	4,665,074	3,981,740	3,981,740
Weighted average shares outstanding		10,815,072	5,148,405	5,148,405	5,105,916	4,665,078	4,048,588	3,981,740	2,648,407
Total Assets	$	141,735	38,896	36,087	63,191	119,204	263,062	181.899	226,974
Net Assets (liabilities)	$	91,911	(314,474)	(170,478)	(11,697)	56,743	197,456	126,774	203,067
Dividends Declared per Share	$	0	0	0	0	0	0	0	0

Additional Disclosure for Venture Issuers Without Significant Revenue

The business of the Company entails significant risks, and an investment in the securities of the Company should be considered highly speculative. An investment in the securities of the Company should only be undertaken by persons who have sufficient financial resources to enable them to assume such risks. The following is a general description of all material risks, which can adversely affect the business and in turn the financial results, ultimately affecting the value of an investment the Company.

The Company has no significant revenues.

The Company has limited funds. There is no assurance that the Company can access additional capital. The future requirements for additional capital will require issuance of common shares resulting in a dilution of the share capital issued previously.

There is no assurance that the diversification strategy will yield a marketable product, with a potential to elevate the Company to a cash-flow positive state.

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Certain of the Company's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest.

There is no assurance that the exploration of the Company's properties will be successful in its quest to find a commercially viable quantity of mineral resources.

There is no assurance that exploration for a mineral resource within any of the Company's prospects will be successful.

The Company has a history of operating losses and may have operating losses and a negative cash flow in the future.

The Company was recently incorporated, has no history of earnings, and shall not generate earnings or pay dividends in the foreseeable future.

Related Party Transactions

Related party transactions were in the normal course of business and have been recorded at the exchange amount; which is the fair value agreed to between the parties. Amounts due to related parties are unsecured, non-interest bearing and without specific terms of repayment.

During the periods ended March 31, 2017 and 2016, the Company entered into transactions with related parties comprised of directors, officers and companies with common directors as follows:

Related party	Nature of transaction
Pacific Equity Management Corp. ("PEMC")	Management fees for services provided by CEO, CFO, VP Corporate Development, VP Finance, Accountant, Secretary, Administrator and all support staff.
Contact Financial Corp. ("CFC")	Rent and shared office expenses.
1044825 BC Ltd. ("1BL")	Consulting fees for services provided by former CTO

Due to related parties include the following amounts:

	March 31, 2017	June 30, 2016
	$	$
PEMC	**4,195**	28,245
CFC	**12,250**	-
1BL	**-**	-
	16,445	28,245

For the period ended March 31, 2017, the Company paid or accrued $45,000 (2016: $30,000) for rent and office services to CFC, a company controlled by an officer of the Company and in which a second officer of the Company is a significant shareholder. Pursuant to an amended rental agreement, the Company is required to pay $5,000 per month and the agreement can be terminated by either party with six months' notice.

For the period ended March 31, 2017, the Company paid or accrued a total of $110,000 (2016: $90,000) to PEMC, a company controlled by officers of the Company for management services. Pursuant to an amended Management Services Agreement, the Company is required to pay $20,000 per month, and the agreement can be terminated by either party with six months' notice.

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The aggregate values of transactions relating to key management personnel were as follows:

	March 31, 2017	March 31, 2016
CEO fees	$ 27,500	$ 22,500
CFO fees	27,500	22,500
Rent	45,000	30,000

Table of Contractual Obligations

Contractual Obligations:	*Payments Due by Period*
Management Contract with Pursuant to a Management Services Agreement dated as of August 1, 2008, as amended June 29, 2015, and February 1, 2017, the Company has engaged Pacific Equity Management Corporation ("PEMC") for management services. PEMC is a management services company controlled by Karl Kottmeier and Douglas E. Ford, each of whom is a director and/or officer of the Company. The monthly management fee payable under the Agreement is $20,000, plus taxes. The services provided by PEMC include the provision of the services of the following officers and employees: President, Chief Financial Officer; Vice President-Finance, Administrator; Corporate Development Manager; and Receptionist. The Agreement may be terminated by either party on six months' notice. In the event the there is a change of effective control of the Company, PEMC has the right to terminate the Agreement and in such event the Company shall pay PEMC a severance payment equal to twelve (12) months management fees. For purposes of the Agreement, "change of effective control" of the Company shall be deemed to have occurred when voting shares of the Company are acquired by any one person or group of persons acting in concert, through one transaction or a series of transactions, which when added to the number of voting shares previously owned by such person or group of persons acting in concert, would equal at least twenty percent (20%) of the total issued voting shares of the Company from time to time.	**Pacific Equity Management Corp.** $20,000 per month
Rent & Office Services Contract with Pursuant to an amended Services Agreement dated as of January 1, 2016, the Company has agreed to pay to Contact Financial Inc. ("Contact") $5,000 per month, plus taxes for the provision of office space, office equipment and associated administrative services. The Agreement may be terminated by either party on six months' notice.	**Contact Financial Inc.** $5,000 per month

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Critical Accounting Estimates

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of the grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, not necessarily provide a reliable single measure of the fair value of the Company's share purchase options.

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Proposed Transactions
The Company has no undisclosed transactions proposed at this time.

Accounting Changes

Future Accounting Pronouncements
The Company has not early adopted the following revised standards and is currently assessing the impact that these standards will have on its future financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

New Accounting Standards

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.
- IFRS 15: In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers, which covers principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The standard must be applied retrospectively with certain disclosure exemptions, with earlier application permitted. The effective date for IFRS 15 is for annual periods beginning on or after January 1, 2018.
- Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement. This standard is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of this standard. The Company is currently evaluating the impact of this standard.

Financial Instruments and Other Instruments
Capital Disclosure

The Company's objectives when managing capital are to pursue and complete the identification and evaluation of assets, properties or businesses with a view to acquisition or participation in a qualifying transaction, to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital is comprised of the Company's shareholders' equity.

As at March 31, 2017, the Company had capital resources consisting of cash and cash equivalents. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash and cash equivalents.

The Company's investment policy is to invest its cash in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

The Company expects its current capital resources are sufficient to carry on its planned operations.

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<u>Financial Instruments, Fair Value Measurement and Risk</u>

a) Financial Instruments

As at March 31, 2017, the Company's financial instruments consist of cash and cash equivalents, taxes receivable and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values because of their short-term nature.

b) Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

<u>Level 1</u>
Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

<u>Level 2</u>
Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

<u>Level 3</u>
Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The fair value of cash and cash equivalents are determined based on "Level 1" inputs which consist of quoted prices in active markets for identical assets. As at March 31, 20176, the Company believes that the carrying values of taxes receivable and accounts payable and accrued liabilities, and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations

c) Financial Risks

(i) Credit Risk
Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's maximum credit risk is $140,160 (2016 - $84,608) consisting of cash and cash equivalents and taxes receivable. The Company limits its exposure to credit loss for cash and cash equivalents by placing such instruments with high credit quality financial institutions. The values of these instruments may exceed amounts insured by an agency of the government of Canada. Taxes receivable include harmonized sales tax receivable from an agency of the government of Canada. In management's opinion, the Company's credit risk related to cash and cash equivalents, accounts receivable and exploration advances is minimal.

(ii) Liquidity Risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient financial resources to meet liabilities when due. As at March 31, 2017, the Company had working capital of $91,911 (2016 year-end working capital deficit of: $11,697). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at March 31, 2017, the Company has sufficient working capital to discharge its existing financial obligations.

(iii) Interest Rate Risk
The Company is subject to interest rate risk as its cash equivalents bear interest at fixed rates. In management's opinion, the Company's interest rate risk is minimal as its cash equivalents may be redeemed upon demand without significant penalty.

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(iv) Foreign Currency Risk
Currency risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Historically, the Company operated internationally. Such operations give rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risk are primarily those cash and cash equivalents and receivables and prepaids that are held in foreign currencies, offset by those accounts payable denominated in foreign currencies. The Company raises funds in Canadian dollars and primarily spends funds in Canadian dollars. The Company is exposed to currency risk primarily on settlements of purchases that were denominated in currencies other than the Canadian dollar. In order to reduce the Company's exposure to currency risk, the Company may periodically increase or decrease the amount of funds held in foreign currencies.

Disclosure Controls and Procedures
Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and that (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing Venture Issuer Basic Certificate 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 issuer 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 issuer's GAAP.

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 are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of the Company to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Share Capital Data
The following table sets forth the Company's share capital data as at May 16, 2017:

Common Shares -issued & outstanding	15,148,405		
Options	50,000	Exercise price: $0.36	Expiry: 4/8/2021

Events after March 31, 2017
None to report

Further Information
Additional information about the Company is available at the Canadian disclosure website www.sedar.ca