QMI SEISMIC INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE
YEAR ENDED DECEMBER 31, 2010

DATE AND SUBJECT OF REPORT

The following management's discussion and analysis (the "MD&A") of the financial condition and results of the operations of QMI Seismic Inc. (the "Company" or "QMI") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2010 and should be read in conjunction with the Company's audited financial statements for the same period. These audited financial statements (the "2010 Financial Statements") have been prepared in Canadian dollars unless otherwise stated, and in accordance with Canadian generally accepted accounting principles ("GAAP"). This document is dated April 27, 2011. Readers can find the Company's 2010 Financial Statements and further information regarding the company and its operations on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks and Uncertainties section.

Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. QMI Seismic Inc. has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

COMPANY OVERVIEW & OVERALL PERFORMANCE

QMI was incorporated on October 16, 2009 under the *Business Corporation Act* (British Columbia) as a wholly owned subsidiary of Arris Resources Inc. ("Arris"), which subsequently changed its name to RTN Stealth Software Inc. ("RTN"). On November 2, 2009 the Company entered into the Plan of Arrangement (the "Arrangement Agreement") with RTN to proceed with a corporate restructuring by the way of statutory plan whereby the Company would spin-out from RTN and become a reporting issuer and acquire an asset from RTN. Under the Arrangement Agreement, RTN would transfer its interest in an exclusive distribution agreement of seismic sensors in India (the "License") in exchange for 17,583,372 common shares of the Company. On the effective date of the Arrangement Agreement (January 5, 2010), each shareholder of RTN of record, as of the close of business on November 5, 2009, received their pro-rata share of the 17,583,372 common shares of the Company issued for the acquisition of the License.

At the completion of the Arrangement Agreement, the common shares of the Company started to trade on the Canadian National Stock Exchange ("CNSX") on April 29, 2010.

Acquisition Agreement

On July 31, 2010, the Company agreed to acquire 100% interest of QMI Technologies Inc. ("Qtech") from an un-related entity, QMI Manufacturing Inc. ("Qmanu). Under the terms of the acquisition of Qtech (the "Acquisition"), the Company acquired all of the issued and outstanding common shares of Qtech in exchange for 20,400,001 common shares in the equity of the Company. As a result, the Company's interim financial statements for the three and nine months ended September 30, 2010, that were filed to Sedar on November 29, 2010, were originally presented at consolidated basis and included both the accounts of Qtech and QMI Seismic Inc. for the same period.

However, the synergies from the Acquisition did not materialize as expected and the Company never obtained operational control over Qtech. As a result, the Company has reached an agreement with Qmanu on March 31, 2011 to cancel the Acquisition (the "Unwinding"), whereby both the Company and Qmanu are released from the Acquisition and Qmanu will return to the Company 20,400,001 common shares issued for the Acquisition. These 20,400,001common shares have been received and cancelled as of the date of this MD&A. As a result, the Company has amended its interim financial statements (the "Amended 2010 Q3 Financial Statements") for the three and nine months ended September 30, 2010 to reflect the Unwinding. Only the accounts of QMI Seismic Inc are included in the Amended 2010 Q3 Financial Statements.

As at December 31, 2010, the Company had a balance owing of $521,210 due from Qtech. On March 31, 2011, the Company agreed to convert the $521,210 balance owing into a $400,000 promissory note (the "Promissory Note") and the balance settled in consideration for distribution rights of Qtech products. Due to the uncertainty of collectability of the Promissory Note, the Company has recorded a loan loss provision of $521,209 at December 31, 2010.

The Promissory Note has an interest rate of 2% per annum compound monthly and is due and payable in three installments: $50,000 on March 31, 2012, $50,000 on March 31, 2013, and remaining principal and accrued interest on March 31, 2014. The Promissory Note is secured by a General Security Agreement. This General Security Agreement includes all assets of the Qtech such as Machinery and Equipment; Inventory, Trademarks, Licenses and Certifications; and all accounts. The values of these assets as provided by managerial prepared financial statements are in excess of the value of the Promissory Note. The General Security Agreement also restricts the transfer or encumbrance of these assets without permission of the Company.

However, since there are no audited financials available for Qtech or valuation of assets provided by an Accredited Valuator, there is uncertainty with respect to the recoverability of the Promissory Note in accordance with Canadian generally accepted accounting principles. Therefore management has treated the Promissory Note in conservative terms and decided to write down the Promissory Note to $1 and recorded a loan loss provision of $521,209 for the year ended December 31, 2010. However, management will exercise its best effort to collect the Promissory Note repayments when the three installments come due and use all legal and contractual methods as indicated in the General Security Agreement.

Principal Business

After the Unwinding as discussed in the section above, management focused its efforts on developing the business of distribution of various electronic safety systems. However, management is also actively reviewing other business opportunities in other areas to maximize the value of the Company.

Private Placement

The Company completed two private placements, in May and August 2010, and issued 3,000,000 security units ("Unit) at $0.05 per Unit, for proceeds totaling $150,000. Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase, for a period of two years, one additional common share at an exercise price of $0.07 per share.

The Company also completed a private placement in November 2010 to issue 3,025,000 common shares at $0.20 per Share, for net proceeds totaling $544,500 after paying a finder's fee of $60,500.

Option Issuance

On November 18, 2010, the Company entered into a consulting agreement with Cronos Management Consultants Inc. ("Cronos"). The Company agreed to engage Cronos for five years to manage public company corporate affairs and assist in attracting investment and finding strategic financial partners. The Company agreed to grant Cronos incentive stock options (the "Option") for the purchase of 2,100,000 common shares of the Company at $0.20/share. These options were vested immediately upon issuance and will expire in five years at November 19, 2015. The fair value of these stock options at issuance is $418,545 or $0.199 per Option. As a result, the Company has recorded $418,545 to the stock based compensation for the year ended December 31, 2010 accordingly.

Subsequent to the year ended on December 31, 2010, these 2,100,000 stock options were cancelled by the Company on April 20, 2011.

Ability to Continue as a Going Concern

The 2010 Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses since inception and accumulated losses of $1,065,607. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company was able to raise equity or debt financing to support its operations in the past but there is no assurance that the Company will be able to do so in the future because of the uncertainty of the current economy and capital market. The 2010 Financial Statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in business.

SELECTED ANNUAL INFORMATION

The following chart includes selected annual information for the current year and 2009, which is the Company's first fiscal year. This information has been prepared in accordance with Canadian GAAP.

	2010 $	2009 $
Revenues	-	-
Net loss	1,061,607	4,000
Net loss per share, basic and diluted	0.08	4,000
Total assets	77,435	1
Total long term liabilities	-	-
Cash dividend	-	-

RESULTS OF OPERATIONS

<u>For the year ended December 31, 2010</u>

Loss for the current year is $1,061,607 (2009-$4,000) which is a combined result of $121,853 operating expense excluding stock based compensation (2009-$4,000), $418,545 stock based compensation expense (2009- $nil), $521,209 loan loss provision (2009 - $nil).

Main components of the $121,853 operating expenses are $39,513 consulting fees (2009-$nil), $38,589 trust and filing fees (2009-$nil), and $26,245 professional fees (2009-$4,000). The consulting fees and professional fees were mainly used to support the operation while the trust and filing fees were mainly used to apply and maintain the Company's listing status.

The Company was incorporated in October 2009 and did not have business activities in 2009. As a result, the operating expenses and other expenditures (including the stock based compensation and loan loss provision) incurred in last year were minimum.

The nature of the stock based compensation and loan loss provision are discussed in the subsections "Option Issuance" and "Acquisition Agreement" respectively.

Cash and accounts payable and accrued liabilities increased from last year by $73,842 and $30,368 respectively. These increases are mainly a result of the increased business activities incurred during current year.

For the three months ended December 31, 2010

Loss for the quarter is $684,380 (2009– $4,000) which is a combined result of $53,080 operating expense excluding stock based compensation (2009-$4,000), $418,545 stock based compensation expense (2009 - $nil), and loan loss provision $212,755 (2009-$nil).

The increases in operating expenses are mainly a result of increased business activities incurred during current quarter compared to the same quarter in the last year.

Main components of the $53,079 operating expenses are $24,471 consulting fees, $8,463 filing and transfer agent fees, and $11,900 professional fees. The consulting fees and professional fees were mainly used to support the operation while the trust and filing fees were mainly used to maintain the Company's listing status.

SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the five most recent quarters of the Company since its incorporation (October 16, 2009). As discussed in the section "Acquisition Agreement", the Company has amended its financial statements for the three and nine months ended September 2010. This quarterly information includes the results from the 2010 Amended Q3 Financial Statements.

	2010	**2010**	**2010**	**2010**	**2009**
	October 1 to December 31, 2010	**June 30 to September 30, 2010 (Amended on April 26, 2011)**	**April 1 to June 30, 2010**	**January 1 to March 31, 2010**	**October 16 to December 31, 2009**
	$	**$**	**$**	**$**	**$**
Total Assets	77,435	27,738	65,863	101,030	1
Revenue	-	-	-	-	-
Interest income	-	-	-	-	-
Expenses	471,624	30,491	15,291	22,991	4,000
Loss from operations	(471,624)	(30,491)	(15,291)	(22,991)	(4,000)
Net income (loss)	(1,061,607)	(338,945)	(15,291)	(22,991)	(4,000)
Earnings (loss) per share, basic & diluted	(0.08)	(0.02)	(0.00)	(0.00)	(0.00)

LIQUIDITY & CAPITAL RESOURCES

At December 31, 2010, the Company had a working capital of $22,437 (2009: negative working capital $4,000). The increase in working capital is mainly a combined result of cash inflow of $669,499 from various private placements, cash outflow of $521,210 for advancing a loan to QMI Technology in connection with the Acquisition discussed above, and cash outflow for the expenditures incurred in the current years to support the development of electronic safety systems.

Management realizes that the current working capital may not be sufficient to support its operations in the future and is considering different financing options, including, but not limited to further debt or equity financing. While the Company has a history of financing its operation through debt or equity financing in the past, there are no guarantees that the Company can do so in the future.

The Company had no material commitments for capital expenditures as of December 31, 2010.

OFF BALANCE SHEET ARRANGEMENTS

There are no off balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company does not have other proposed transactions that may have material impacts to the Company.

TRANSACTIONS WITH RELATED PARTIES

a) The related parties due from (to) balances as at December 31, 2010 and the amounts of related party transactions are summarized as follows:

	Nature of transaction	Amount due to related parties at December 31, 2010 ($)	Amount of transaction incurred during the year ended December 31, 2010 ($)
A company controlled by the Chief Financial Officer	Consulting fees	1,878	6,163
A&A Progressive Inc., a Company controlled by a director	Rent	3,750	3,750
Chief Executive Officer	Consulting fees	15,000	17,000

b) The Arrangement Agreement (discussed in the "overall performance" section) envisioned the transfer of the License from RTN (the former parent of the Company) to the Company, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of RTN. The shareholders of RTN at the time of the transfer continued to collectively own the License. Consequently, there was no substantive change in the beneficial ownership of the License at the time that the License was vended to the Company. As such the transfer of the License was recorded, in accordance with the Canadian generally accepted accounting principles, at the carrying values of the License in the accounts of RTN ($1).

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 23,608,372 common shares and 3,000,000 share purchase warrants ("Warrant") issued and outstanding. Each Warrant is convertible to a common share of the Company at $0.07 per share in 2 years after issuance. Details of the Warrants are as follows:

Number of warrants outstanding	Expiry date	Exercise price
2,000,000	March 16, 2012	$0.07
1,000,000	July 9, 2012	$0.07

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Significant accounting policies and critical accounting estimates

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Significant areas requiring the use of management estimates relate to carrying values of the loan receivable and licenses, future income tax rates and the valuation of stock-based awards.

Stock based compensation

The Company grants stock options to executive officers, directors and consultants. The company records all stock based awards at fair value as determined using the Black-Scholes option pricing. All stock based awards to employees and non-employees are measured at the time of grant, or revision, and the fair value attributed is charge to operations, allocated to specific asset accounts, and recognized over the vesting period. Upon exercise, the fair value of share purchase options or specified warrants is allocated from the contributed surplus account to share capital.

Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the year. Since the Company's stock options and warrants are anti-dilutive, diluted loss per share is equivalent to basic loss per share.

Future income taxes

Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Financial instruments

The Company follows the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3855, Financial Instruments – Recognition and Measurement. Section 3855 prescribes when a financial instrument is to be recognized on the balance sheet and at what amount. Under Section 3855, financial instruments must be classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments, including derivatives, are measured at the balance sheet date at fair value except for loans and receivables, held-to-maturity investments, and other financial liabilities which are measured at amortized cost.

The Company's financial instruments consist of cash, other receivable, note receivable, accounts payable and amounts due to related parties. Cash is measured at face value, representing fair value, and are classified as held-for-trading. Other receivable and note receivable, which are measured at amortized cost, is classified as loans and receivables. Accounts payable is measured at amortized cost and classified as other financial liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted. The Company has determined that it does not have derivatives or embedded derivatives.

The CICA Handbook Section 3862, Financial Instruments – Disclosure, requires an entity to classify fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value. The levels and inputs which may be used to measure fair value are as follows:

Level 1 – fair values are based on quoted prices in active markets for identical assets or liabilities;

Level 2 – fair values are based on inputs other than quoted prices that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – applies to assets and liabilities for inputs that are not based on observable market data, which are unobservable inputs.

Financial instruments classified as level 1 include cash.

New accounting pronouncements not yet adopted

International Financial Reporting Standards ("IFRS")

The Canadian Accounting Standards Board will require all public companies to use IFRS for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal year. The transition from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of the fiscal year ending December 31, 2011 when the Company will prepare both the current and comparative financial information using IFRS. The Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS and initial adoption alternatives have not been finalized.

Business Combination, Consolidated Financial Statements and Non-controlling interest

For interim and annual financial statements relating to fiscal years commencing on or after January 1, 2011, the Company will be required to adopt new CICA Section 1582 "Business Combinations", Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests". Section 1582 replaces existing Section 1581 "Business Combinations", and Sections 1601 and 1602 together replace Section 1600 "Consolidated Financial Statements". The adoption of Sections 1582 and collectively, 1601 and 1602 provides the Canadian equivalent to IFRS 3 "Business Combinations" and International Accounting Standard ("IAS") 27 "Consolidated and Separate Financial Statements" respectively. Management does not consider that the adoption of these standards will have a significant impact on the Company's financial statements.

CONVERSION TO IFRS

In February 2008, the Canadian Accounting Standards Board announced that 2011 is the changeover date for publicly accountable profit-oriented enterprises to use IFRS, replacing Canadian GAAP for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will commence reporting in IFRS in the first quarter of the 2011 fiscal year, with comparative figures. The Company has adopted a four phase approach to ensure successful conversion to IFRS, including:

Phase 1 - diagnostic impact assessment: This phase is essentially completed.

Phase 2 - design and planning: to identify specific changes required to existing accounting policies, information system, and business processes. This phase is essentially completed.

Phase 3 – solution development: to develop the Company's accounting policies among alternatives allowed under IFRS and the draft of IFRS financial statements. This phase is in the progress

Phase 4 – implementation: to execute the changes to information systems and business processes, completing formal authorization processes to approve recommended accounting policies changes and training programs across the Company's finance and other staff, as needed. This phase is in the progress.

The Company has completed the diagnostic impact assessment. While Canadian GAAP is in many respects similar to IFRS, conversion will result in differences in recognition, measurement, and disclosure in the financial statements. The following financial statement areas are expected to be impacted:

(i) Income Taxes
Under IFRS, a deferred tax asset is recognized to the extent it is "probable" that taxable profit will be available against which the deductible temporary differences can be utilized. Under Canadian GAAP, future tax assets are recognized if it is more likely than not that such an asset will be realized. The term "probable" is not defined in IAS 12. However, entities have often used a definition of "more likely than not" similar to Canadian GAAP. However, IAS 12 does not preclude a higher threshold. Accordingly, the Company believes a difference will not result as long as the Company uses more likely than not as its definition of probable.

(ii) Impairment of Assets
Under IAS 36, the Company shall assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the entity should estimate the recoverable amount of the asset. The indicators of impairment are generally consistent with

those of Canadian GAAP. An asset should be written down to its recoverable amount if the recoverable amount is less than its carrying value.

The recoverable amount is equal to the higher of (a) the fair value less cost to sell and (b) its value in use. It is not necessary to determine both if one indicates that an impairment does not exist. The value in use is based on a discounted cash flow model. This approach is different than Canadian GAAP.

Under IFRS, to the extent possible, individual assets should be tested for impairment. However, if it is not possible to determine the recoverable amount of an individual asset, an entity should determine the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. The definition of a CGU is different from the Canadian GAAP definition of an "asset group".

Under IAS 36, the Company would be required to reconsider whether there is any indication that an impairment loss recognized, if any, in a prior period may no longer exist or has decreased on transition and thereafter on an annual basis. If such indicators exist, a new recoverable amount should be calculated and all or part of the impairment charge should be reversed to the extent the recoverable amount exceeds its carrying value. This is different than Canadian GAAP where write ups are not permitted. As such, it is expected that there will be more fluctuation of income and loss in the future due to the potential write up and write down of assets.

FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT

Risk Management

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

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. The Company's other receivable balance may consist of amounts outstanding on Input Tax Credits from Canada Revenue Agency and has minimum credit risk. As a result, management believes the Company does not have a significant credit risk exposure

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2010, the Company had a cash balance of $73,843 to settle current liabilities of $54,996. The Company is considering further debt or equity financing to obtain adequate funding to maintain the Company's operations. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk-Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

Interest rate risk-Interest risk is the risk that the fair value of future cash flow will fluctuate as a result of changes in interest rate. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Therefore, the Company's exposure to currency risk is minimal.

RISKS AND UNCERTAINITIES

Capitalization Risk

It is anticipated that the Company will require additional capital to fully execute its long-term business objectives. There can be no assurance that it will be able to obtain any capital in the future, or that attempts to obtain capital in the future will result in terms that are beneficial to existing investors.

Profitability Risk

Although QMI Seismic will work to become profitable, there can be no assurance that factors beyond its control, such as, but not limited to, market acceptance of the Company's products, interest rates, raw material prices and the general economic climate will not adversely affect these efforts.

Management Risk

The Company's success will also depend largely on the capability of its management. Management has limited experience in managing the growth of a developing business.

Marketing Risk

The Company will require the development of both marketing and sales capability. Currently, QMI Seismic has limited expertise and infrastructure in this functional area. The Company expects to sell both directly to the end user and indirectly through the development of strategic partnerships. No assurances can be provided that, given the time, capital and management resources required to do so, it will be able to successfully develop a diverse marketing and sales function.

Market Risk
The market for the Company's products is a frontier market. As such, there is little recognition in the end use market for water or seismic damage.

Insurance Industry Risk
The Company's marketing strategy assumes, in part, that it will be successful in lobbying insurance companies and insurance commissions to grant homeowner policy discounts to policy holders who utilize the products promoted by the Company to protect against losses due to water damage. The company cannot say if it will be successful in gaining any concessions.

External Risks
Given that the Company is embarking in a frontier market, consumers, suppliers and distributers must be educated before they are aware enough of the benefits being offered by the Company's products. There is no guarantee that the Company will be successful in this task.

Liability Risks
A product liability claim could result in considerable cost and diversion of management's efforts.

CONTROLS AND PROCEDURES

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated our internal control over financial reporting to determine whether any changes occurred during the period that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. During the year ended December 31, 2010 there have been no changes that occurred that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

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

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

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

OFFICERS AND DIRECTORS

Navchand Jagpal	President, CEO & Director
Jamie Lewin	CFO
Thomas Kennedy	Director
Gurdeep Johal	Director

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