QMI SEISMIC INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE
THREE MONTHS ENDED MARCH 31, 2011

DATE AND SUBJECT OF REPORT

The following is management's discussion in respect of the results of operations and financial position of QMI Seismic Inc. (the "Company") for the three months ended March 31, 2011 and should be read in conjunction with the Company's unaudited interim condensed financial statements for the same period and the Company's audited financial statements and management's discussion and analysis ("MD&A") for the most recent year ended December 31, 2010. The financial statements for the year ended December 31, 2010 were prepared in accordance with Canadian Generally Accepted Accounting Principles ("CGAAP"). Effective January 1, 2011 the Company adopted International Financial Reporting Standards ("IFRS") as required by the Canadian Institute of Chartered Accountants. In accordance with these requirements the transition date for implementation of IFRS was January 1, 2010. Except as otherwise noted all amounts for prior periods reported in this MD&A and the accompanying financial statements have been restated or reclassified to conform to IFRS. The financial statements of the Company are presented in Canadian dollars. The following discussion of the financial condition is dated June 25, 2011. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company, are available on SEDAR and may be accessed at www.sedar.com

FORWARD LOOKING STATEMENTS

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 usually preceded by, followed by or include the words 'believes', 'expects', 'anticipates', 'estimates', 'intends', 'plans', 'forecasts', 'may', 'will', or similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on management's current expectations and involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks & Uncertainties *section.*

The Company has recently acquired mineral properties and readers are cautioned that the Company is in the early stage of reviewing technical reports and other data pertaining to these properties and at this time cannot accurately predict what course of action will and can be taken with respect to these properties. There are risks inherent in the mining sector and, as an early stage exploration company, the Company is subject to these risks, including, but not limited to commodity prices, location of the properties, availability of qualified workers, government regulations and management expertise.

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 while 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.

QMI SEISMIC INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
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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 a Plan of Arrangement (the "Arrangement") with RTN to proceed with a corporate restructuring by the way of statutory plan of arrangement whereby the Company spun-out from RTN, became a reporting issuer, and acquired an asset from RTN. Under the Arrangement, RTN transferred its interest in an exclusive distribution agreement of seismic sensors in India in exchange for 17,583,372 common shares of the Company. On the effective date of the Arrangement (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, on April 29, 2010, the common shares of the Company began trading on the Canadian National Stock Exchange ("CNSX") under the symbol QSS.

<u>Acquisition Agreement</u>
On July 31, 2010, the Company agreed to acquire a 100% interest in QMI Technologies Inc. ("Qtech") from an un-related entity, QMI Manufacturing Inc. ("Qman). Under the terms of the Qtech acquisition (the "Acquisition"), the Company acquired all 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 on SEDAR on November 29, 2010, were originally presented on a 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 reached an agreement with Qman on March 31, 2011 to cancel the Acquisition (the "Unwinding"), whereby both the Company and Qman were released from the Acquisition and Qman returned the 20,400,001 common shares issued for the Acquisition; as of the date of this MD&A, these shares have been received and cancelled. 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.

On May 24, 2011, the Company ended all business relationships with Qtech and will no longer pursue the distribution or marketing of any Qtech products. The Company will no longer distribute or market electronic safety systems, and is reviewing other business opportunities.

A legal matter has arisen in connection with the Acquisition Agreement and in management's opinion liability resulting from this legal matter is not probable, therefore no accrual has been made.

QMI SEISMIC INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
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THREE MONTHS ENDED MARCH 31, 2011

Principal Business

On May 20, 2011, subsequent to the three months ended March 31, 2011, the Company entered into an option agreement to acquire a 100% undivided interest in two contiguous mineral claims in the Kamloops mining division of British Columbia for consideration of $6,500.

In light of the above changes, the directors of the Company passed a resolution to change the name of the Company to better reflect the Company's business interests. The change of principal business, the Company's name change, and the proposed Acquisition were approved by shareholders at the Company's annual and special general meeting of shareholders held on June 16, 2011.

As of the date of this MD&A, the Company is in the business of exploration and development of the mineral interests. Management will also continue to actively review other business opportunities with the intent of maximizing the Company's value.

Option Issuance and Cancellation

On November 18, 2010, the Company entered into a consulting agreement with Cronos Management Consultants Inc. ("Cronos") under which the Company agreed to engage Cronos for a period of five years to manage public company corporate affairs, attract investment, and introduce strategic financial partners. The Company granted Cronos incentive stock options (the "Option") to purchase up to 2,100,000 common shares of the Company at $0.20 per share. The Option vested immediately upon issuance and expires in five years, on November 19, 2015. The fair value of the Option at issuance was $418,545 or $0.199 per Option share. As a result, the Company has recorded $418,545 to stock-based compensation for the year ended December 31, 2010. The Company cancelled the Option on April 20, 2011.

Ability to Continue as a Going Concern

The Company's condensed interim financial statements for the three months ended March 31, 2011 have been prepared in accordance with IAS 34-interim financing reporting, 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 accumulated losses of $1,095,295 since inception and management recognizes that the Company will need to obtain additional financing in the future to meet its planned business objectives. While the Company has been successful in securing financing in the past, there is no guarantee that it will be able to do so in the future. The condensed interim financial statements for the quarter ended March 31, 2011 do not include any adjustments relating to the recoverability and classification of recorded asset and liability amounts, adjustments that may be necessary should the Company be unable to continue as a going concern

RESULTS OF OPERATIONS

For the three months ended March 31, 2011

Loss for the quarter was $29,688, which is comparable to the $22,991 loss in the same quarter of last year. Loss in current quarter was a combined result of $29,687 in operating expenses (2010 Q1 - $22,991) and a $1 loss from asset write off (2010 Q1 - $nil)

Operating expenses incurred in the first quarter of 2011 were not significantly different from the same period in 2010, as the Company had no core business operations in either quarter.

Main components of the $29,687 operating expenses were $19,740 in consulting fees, $5,590 for office and administration, and $3,800 in professional fees, which were mainly used to support the Company's operations.

Cash and accounts payable and accrued liabilities balance as at March 31, 2011 decreased from December 31, 2010 (recent year-end) by $33,607 and $17,928 respectively. These decreases were mainly a result of the paying down the Company's accounts payable and accrued liabilities during current quarter.

SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the six most recent quarters of the Company since 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.

	2011	2010				2009
	January 1 to March 31	October 1 to December 31, 2010	June 30 to September 30 (Amended on April 26, 2011)	April 1 to June 30	January 1 to March 31	October 16 to December 31
	$	$	$	$	$	$
Total Assets	42,208	77,435	27,738	65,863	101,030	1
Revenue	-	-	-	-	-	-
Interest income	-	-	-	-	-	-
Expenses	29,687	471,624	30,491	15,291	22,991	4,000
Loss from operations	(29,687)	(471,624)	(30,491)	(15,291)	(22,991)	(4,000)
Net loss	(29,688)	(1,061,607)	(338,945)	(15,291)	(22,991)	(4,000)
Loss per share, basic & diluted	(0.00)	(0.08)	(0.02)	(0.00)	(0.00)	(0.00)

LIQUIDITY & CAPITAL RESOURCES

At March 31, 2011, the Company had a working capital deficiency of $7,250. Management realizes that the Company will need additional funding to eliminate the working capital deficiency and to support its operations in the future. Management is considering different financing options, including, but not limited to, further debt or equity financing. While the Company has a history of financing its operations 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 March 31, 2011.

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 impact on the Company.

TRANSACTIONS WITH RELATED PARTIES

a) The related parties due to balances as at March 31, 2011 and the amounts of related party transactions incurred during the three months ended March 31, 2011 are summarized as follows:

	Nature of transaction	Amount due to related parties at March 31, 2011 ($)	Transaction incurred during the three months ended March 31, 2011 ($)
A company controlled by the Chief Financial Officer	Consulting fees	800	800
A&A Progressive Inc., a Company controlled by a director (i)	Rent	5,850	3,750
Chief Executive Officer	Consulting fees	26,237	15,000

(i) A&A Progressive Inc. is controlled by Lucky Janda. Mr. Lucky Janda was a director of the Company until February 22, 2011.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company does not have any outstanding stock options, has 23,608,372 common shares and 3,000,000 share purchase warrants ("Warrants") issued and outstanding. Each Warrant is convertible to one common share of the Company at $0.07 per share for 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

CRITICAL ACCOUNTING ESTIMATES

Not applicable, the Company is a venture issuer.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Accounting Standards Adopted: International Financial Reporting Standards ("IFRS")

In February 2008, the Canadian Accounting Standards Board announced 2011 as the changeover date for publicly accountable profit-oriented enterprises to use IFRS, replacing CGAAP for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Accordingly, the Company has adopted IFRS effective January 1, 2011 and has prepared its current condensed interim financial statements using IFRS accounting policies the Company expects to adopt in its annual financial statements as at and for the year ending December 31, 2011. Prior to the adoption of IFRS, the Company's financial statements were prepared in accordance with CGAAP. The Company's financial statements for the year ending December 31, 2011 will be the first annual financial statements that comply with IFRS.

Adoption of IFRS1

The guidance for the first time adoption of IFRS is provided by IFRS1 - First Time Adoption of International Financial Reporting Standards, which provides guidance for an entity's initial adoption of IFRS. IFRS1 gives entities adopting IFRS for the first time a number of optional and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS.

Optional Exemptions

There are not any optional exemptions available by IFRS 1 that is applicable to the Company. Accordingly, the Company has not elected to apply any optional exemptions provided by IFRS1.

Mandatory Exemptions

IFRS 1 mandatory exception applied by the Company is as follows:

Estimates - In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under Canadian GAAP unless those estimates were in error. The Company's IFRS estimates as at the Transition Date are consistent with its Canadian GAAP estimates as at that date.

Impacts of IFRS Transition

In preparing the opening IFRS statement of financial position, comparative information for the three months ended March 31, 2010, and the financial statements for the year ended December 31, 2010, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP. Details are as follows:

a) Impacts to statements of loss and comprehensive loss

IFRS 1 requires an entity to reconcile comprehensive income for prior periods presented under Canadian GAAP to IFRS as of the same date, accompanying with an explanation for any material adjustments to cash flows to the extent that they exist. The IFRS transition has no impact to the company's statements of comprehensive loss, and statements of cash flows for the three months ended March 31, 2010 and for the year ended December 31, 2010.

b) Impacts to statements of financial position

Under Canadian GAAP, the Company recorded the fair value of the warrants issued in private placement and the grant date fair value of share options granted to the account of contributed surplus. On adoption of IFRS, the Company has reclassified the $458,407 previously recorded as contributed surplus as at December 31, 2010 to Reserves – "Warrant Reserve" ($39,862) and "Stock-based Compensation Reserve" ($418,545). The Company did not have contributed surplus balance on January 1, 2010 and March 31, 2010.

c) Impacts to equity (deficiency)

The adoption of IFRS did not have any impact on equity (deficiency) previously reported in accordance with Canadian GAAP as at January 1, 2010, March 31, 2010 and December 31, 2010.

New accounting standards and interpretations not yet adopted

In May 2011, the IASB issued the following standards which have not yet been adopted by the Corporation: IFRS 10, Consolidated Financial Statements ("IFRS 10"), IFRS 11, Joint Arrangements ("IFRS 11"), IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"), IAS 27, Separate Financial Statements ("IAS 27"), IFRS 13, Fair Value Measurement ("IFRS 13") and amended IAS 28, Investments in Associates and Joint Ventures ("IAS 28"). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Corporation has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

The following is a brief summary of the new standards:

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRSs. The new standard clarifies that 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. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

In addition, there have been amendments to existing standards, including IAS 27 and IAS 28. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 – 13

FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT

The Company did not have any significant financial instruments during and as at the three months ended March 31, 2011. Refer to Notes 3 and 8 to the Company's condensed interim financial statements for the three months ended March 31, 2011 for full details of the Company's risk management policies relating to its financial instruments.

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 beneficial to existing investors.

Dilution to the Existing Shareholders
The Company has no other capital resources other than the ability to use its common stock to raise additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders.

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 largely depend on the capability of its management; management has limited experience in managing the growth of a developing business.

Reliance on Management's Expertise
The Company strongly depends on the business acumen and expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of the team could have a material adverse affect on the Company. QMI Seismic Inc. does not have any key person insurance in place for management.

Mining Industry
The exploration for, and development of, mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

Government Regulation
Mining exploration activities are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other

things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive.

CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's unaudited interim financial statements for the three months ended March 31, 2011 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at www.sedar.com. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not 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 NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer 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

CONTACT ADDRESS

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ADDITIONAL INFORMATION

Additional information regarding the Company may be found on SEDAR, www.sedar.com