

**BRAVURA VENTURES CORP.**  
**Management Discussion and Analysis**  
**For the nine months ended October 31, 2014**

The Management Discussion and Analysis (“MD&A”), prepared December 23, 2014 should be read in conjunction with the interim financial statements for the nine months ended October 31, 2014 and the notes thereto of Bravura Ventures Corp. (“Bravura” or the “Company”) which were prepared in accordance with International Financial Reporting Standards (“IFRS”). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company’s business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management’s expectations with respect to, among other things, the development of the Company’s project,. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumption that any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words “expect,” “anticipate,” “estimate,” “may,” “will,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “projection” and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law. Additionally, the forward-looking statements, including future-oriented financial information,

contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

## **DESCRIPTION OF BUSINESS**

The Company was incorporated under the laws of the Province of British Columbia on August 6, 2010.

Bravura Ventures Corp. (the “Company”) was incorporated on August 6, 2010 under the British Columbia Business Corporations Act. The Company is domiciled in Canada and is a reporting issuer with its common shares publicly traded on the TSX-Venture exchange under the stock symbol “BVQ”. The Company is primarily engaged in the acquisition, exploration and development of mineral properties. The address of its head office is Suite 800 - 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts shown for resource property and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

On October 20, 2014, the Company has entered into an arrangement agreement with 1014372 B.C. Ltd. and 1014379 B.C. Ltd., both of which are currently wholly owned subsidiaries of the company. Pursuant to the arrangement agreement, the company has agreed to transfer \$45,000 in cash to each of 1014372 and 1014379 in consideration for common shares of each subsidiary, respectively, and to distribute these common shares to the shareholders of the company pursuant to a plan of arrangement under the Business Corporations Act (British Columbia). It is a condition of the plan of arrangement that each of 1014372 and 1014379 complete an equity financing in the amount of \$55,000. Upon completion of the plan of arrangement, each of 1014372 and 1014379 is expected to become a reporting issuer in British Columbia and Alberta, and it is intended that each of these subsidiaries will enter into a definitive agreement to acquire a business in the technology sector.

Should the plan of arrangement be completed, shareholders of the company will collectively own:

- A 100-per-cent interest in the company, which will retain ownership of its current assets and working capital (other than working capital transferred to 1014372 and 1014379 pursuant to the arrangement agreement);
- A 100-per-cent interest in 1014372, which will have \$100,000 in cash (including the finance proceeds) to be used toward the acquisition of a business in the advanced digital processing solutions and wireless technology sector, as more particularly described herein;
- A 100-per-cent interest in 1014379, which will have \$100,000 in cash (including the finance proceeds) to be used toward the acquisition of certain assets of Ascore Technologies AG, pursuant to a letter agreement between the company and Ascore.

On October 8, 2014, the Company has entered into a letter agreement with Ascore Technologies AG. Pursuant to the letter agreement, the parties contemplate a business combination wherein a wholly owned subsidiary of the company will be spun out to shareholders of the company and will subsequently acquire, by way of an asset purchase agreement, certain assets owned by Ascore. The business combination is subject to completion of due diligence, and structuring and negotiation of definitive terms, conditions and binding documentation.

On August 14, 2014, the Company has entered into a Letter Agreement with Nutaq Innovation Inc. (“Nutaq”). Pursuant to the Nutaq Letter Agreement, the parties contemplate a business combination wherein a yet-to-be-performed subsidiary of the Company (“Spinco”) will acquire all of the issued and outstanding securities of Nutaq by share exchange. Nutaq is a leading provider of advanced digital signal processing (“DSP”) solutions and wireless technologies, including software defined radios (“SDR”). The Company further announces that it is proceeding with a share consolidation, on the basis of five (5) old shares for one (1) new share (the “Consolidation”). As a result of the Consolidation, the 11,218,751 common shares which are currently issued and outstanding will be reduced to 2,243,750 common shares.

On October 8, 2014, the Nutaq letter agreement has since been terminated due to Nutaq's inability to provide the financial statements required under applicable securities laws in advance of the meeting. Following completion of the plan of arrangement, 1014372 intends to pursue a business combination with Nutaq, subject to completion of due diligence, structuring and negotiation of definitive terms, and compliance with all applicable securities laws.

## MINERAL PROPERTY

	October 31 and January 31, 2014		January 31, 2013
	\$	\$	\$
	Quebec Property	Greenhorn Property	Total
Acquisition costs			
Balance, beginning	45,000	68,055	113,055
Cash paid	-	-	27,500
Shares issued	-	-	31,000
Write off	(45,000)	(68,055)	-
Balance, ending	-	-	113,055
Exploration costs			
Balance, beginning	-	303,373	293,996
Other	-	-	9,377
Write off	-	(303,373)	-
Balance, ending	-	-	303,373
<b>Total</b>	-	-	<b>416,428</b>

### Quebec Property

Pursuant to an asset purchase agreement dated June 11, 2012, the Company acquired a 100% interest in 37 claims, comprising two graphite properties located in southern Quebec, Canada, all within the Central Metasedimentary Belt of the Grenville region. The Company paid \$20,000 and issued 250,000 common shares with a fair value of \$25,000 to acquire the interest. To date, the Company has incurred no exploration expenditures on the properties.

All claims comprising the properties expired subsequent to year-end, and as a result, all related acquisition costs have been written off.

### **Greenhorn Property, British Columbia**

Pursuant to an option agreement dated November 24, 2010, the Company was granted an option to acquire a 100% undivided interest in the Greenhorn Property comprised of seven mineral claims located in the Slocan Mining Division, British Columbia. To earn the 100% interest, the Company agreed to pay \$120,555 and issue 200,000 common shares of the Company to the optionors as follows:

	Cash Payments	Number of Common Shares
	\$	
By November 24, 2010 (paid)	15,555	—
On July 19, 2011 (paid and issued)	20,000	100,000
On or before July 4, 2012 (issued and partially paid)	20,000	100,000
On or before July 4, 2013 (unpaid)	30,000	—
On or before July 4, 2014 (unpaid)	35,000	—
	120,555	200,000

The property is subject to a 2% net smelter return royalty (“NSR”) which can be purchased by the Company at \$1,000,000 per percentage point during the five year period commencing from the date upon which the property is put into commercial production.

The Company made a partial payment of \$7,500 towards the July 4, 2012 payment commitment, and has paid \$Nil towards the July 4, 2013 and July 4, 2014 payment commitments.

### **SELECTED ANNUAL INFORMATION** **(\$000's except loss per share)**

	January 31, <u>2014</u>	January 31, <u>2013</u>	January 31, <u>2012</u>
Revenue	\$ -	\$ -	\$ -
Net Loss	\$ (596)	\$ (239)	\$ (466)
Basic and Diluted Loss Per Share	\$ (0.05)	\$ (0.02)	\$ (0.05)
Total Assets	\$ 2	\$ 428	\$ 636
Long-Term Debt	\$ -	\$ -	\$ -
Dividends	\$ -	\$ -	\$ -

### **OPERATIONS**

#### **Three month period ended October 31, 2014**

During the three months ended October 31, 2014 the Company reported a net loss of \$27,579. Included in the determination of operating loss was \$15,000 on management fees, \$57 on office and miscellaneous, \$Nil on investor relations, \$Nil on professional fees, \$6,522 on filing and transfer agent fees and \$6,000 on rent.

### Nine month period ended October 31, 2014

During the nine months ended October 31, 2014 the Company reported a net loss of \$91,072. Included in the determination of operating loss was \$45,000 on management fees, \$353 on office and miscellaneous, \$(158) on investor relations, \$8,500 on professional fees, \$19,377 on filing and transfer agent fees and \$18,000 on rent.

### SUMMARY OF QUARTERLY RESULTS (\$000's except earnings per share)

	October 31, 2014	July 31, 2014	April 30, 2014	January 31, 2014
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net Loss	\$ (28)	\$ (36)	\$ (27)	\$ (481)
Basic and diluted Loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.05)

  

	October 31, 2013	July 31, 2013	April 30, 2013	January 31, 2013
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net Loss	\$ (39)	\$ (44)	\$ (31)	\$ (45)
Basic and diluted Loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

### LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2014, the Company had a cash balance of \$(22), compared to \$229 at January 31, 2014.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

### TRANSACTIONS WITH RELATED PARTIES

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management:

In the nine month period ended October 31, 2014:

	2014	2013
Management fees	\$ 45,000	\$ 45,000
Rental fees	-	5,000
	<b>\$ 30,000</b>	<b>\$ 50,000</b>

As at October 31, 2014, the Company has included in accounts payable and accrued liabilities a total of \$123,594 (January 31, 2014 - \$82,180), which are payable to directors, officers, companies controlled by officers, and former directors and officers and the companies they control. The amounts owing are non-interest bearing and unsecured, with no stated terms of repayment.

During the nine months ended October 31, 2014, the Company received a series of loans from officers, former officers and Companies controlled by officers, totalling \$22,758, for working capital purposes. As at October 31, 2014, the entire balance of \$54,850 is outstanding. The amounts are owing non-interest bearing and unsecured, with no stated terms of repayment.

During the year ended January 31, 2014, the Company received a series of loans from officers, former officers and Companies controlled by officers, totalling \$32,092, for working capital purposes. As at January 31, 2014, the entire balance of \$32,092 is outstanding. The amounts are owing non-interest bearing and unsecured, with no stated terms of repayment.

## **SUBSEQUENT EVENT**

There were no subsequent events.

## **CRITICAL ACCOUNTING POLICIES**

### Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

Financial instruments included in the balance sheet are comprised of cash, accounts payable and due to directors. The Company is not exposed to any derivative instruments and currency exchange rate. The Company does not have foreign exchange hedges in place at this time. It is management's opinion that the Company is not exposed to significant interest rate or credit risks.

## **SHARE CAPITAL**

### Issued

The company has 11,218,751 shares issued and outstanding as at October 31, 2014 and December 23, 2014.

### Share Purchase Options

The Company has 450,000 stock options outstanding at October 31, 2014 and December 23, 2014.

### Warrants

The Company has Nil share purchase warrants outstanding at October 31, 2014 and December 23, 2014.

### Escrow Shares

The Company has Nil shares held in escrow as at October 31, 2014 and December 23, 2014.