

## **BRAVURA VENTURES CORP.**

### **Management Discussion and Analysis**

**For the year ended January 31, 2016**

The Management Discussion and Analysis (“MD&A”), prepared May 30 2016 should be read in conjunction with the audited financial statements and notes thereto for the year ended January 31, 2016 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 assumptions that: (1) 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) 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 (2) 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

During the year ended January 31, 2016, the Company's shareholders approved a consolidation of the Company's issued and outstanding shares on a five existing shares for one new share basis. The share consolidation was completed on March 5, 2015. Further, the Company's shareholders approved a consolidation of the Company's issued and outstanding shares on a two existing shares for one new share basis. The share consolidation was completed on March 20, 2015. All share and per share amounts in these financial statements have been adjusted to give retroactive effect to the share consolidations.

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 Canadian Securities Exchange ("CSE") under the stock symbol "BVQ". The Company is currently in the process of identifying new business projects to pursue and develop further. The address of its head office is 800-1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

## MINERAL PROPERTY

	\$	\$	\$
	Quebec Property	Greenhorn Property	Total
Acquisition costs			
Balance, January 31, 2013	45,000	68,055	<b>113,055</b>
Write off	(45,000)	(68,055)	<b>(113,055)</b>
Balance, January 31, 2014 and 2015 and 2016	-	-	-
Exploration costs			
Balance, January 31, 2013	-	303,373	<b>303,373</b>
Write off	-	(303,373)	<b>(303,373)</b>
Balance, January 31, 2014 and 2015 and 2016	-	-	-
<b>Total, January 31, 2014 and 2015 and 2016</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 during the year ended January 31, 2014, and as a result, all related acquisition costs had 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.

During the year ended January 31, 2014, the Company determined that it would no longer pursue the property. As a result, the option agreement had been terminated and all related property acquisition costs and expenditures had been written off.

### **SELECTED ANNUAL INFORMATION**

**(\$000's except loss per share)**

	Jan. 31 <u>2016</u>	Jan. 31, <u>2015</u>	Jan 31, <u>2014</u>
Revenue	\$ -	\$ -	\$ -
Net Loss	\$ (261)	\$ (181)	\$ (596)
Basic and Diluted Loss Per Share	\$ (0.04)	\$ (0.32)	\$ (0.10)
Total Assets	\$ 7	\$ 357	\$ 2
Long-Term Debt	\$ -	\$ 274	\$ -
Dividends	\$ -	\$ -	\$ -

## OPERATIONS

### Three month period ended January 31, 2016

During the three months ended January 31, 2016 the Company reported a net loss of \$107,373. Included in the determination of operating loss was \$15,000 on management fees, \$486 on office and miscellaneous, \$2,759 on professional fees, \$3,011 on filing fees, \$10,000 in rent and property tax and \$76,117 on adjustment to fair value of loans payable.

### Twelve month period ended January 31, 2016

During the twelve months ended January 31, 2016 the Company reported a net loss of \$261,103. Included in the determination of operating loss was \$60,000 on management fees, \$84,272 on professional fees, \$24,000 on rent and property tax, \$35,768 on transfer agent and filing fees, \$13,296 on office and miscellaneous expenses, \$76,117 on adjustment to fair value of loans payable and \$32,350 on mining tax credit.

## SUMMARY OF QUARTERLY RESULTS

(\$000's except earnings per share)

	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
NET LOSS	\$ (107)	\$ (65)	\$ (36)	\$ (53)
Basic and diluted Loss per share	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.06)

	January 31, 2015	October 31, 2014	July 31, 2014	April 30, 2014
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
NET LOSS	\$ (90)	\$ (28)	\$ (36)	\$ (27)
Basic and diluted Loss per share	\$ (0.09)	\$ (0.00)	\$ (0.01)	\$ (0.00)

## LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2016, the Company had cash of \$5,572, compared to \$349,998 as at January 31, 2015.

## 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. Key management comprises of directors and executive officers. The following compensation was paid to key management or companies controlled by key management during the years ended January 31, 2016 and 2015:

	2016	2015
Management fees	\$ 60,000	\$ 60,000
	\$ 60,000	\$ 60,000

As at January 31, 2016, the Company has included in accounts payable and accrued liabilities a total of \$109,526 (January 31, 2015 - \$137,769), which are payable to directors, officers, and companies controlled by officers. The Company has also included in accounts payable and accrued liabilities a total of \$Nil (January 31, 2015 - \$9,674) which are payable to former officers and companies controlled by former officers. The amounts owing are non-interest bearing and unsecured, with no stated terms of repayment.

During the year ended January 31, 2015, the Company received a series of loans from former officers, officers and companies controlled by officers totalling \$18,828 for working capital purposes. As at January 31, 2016, \$14,789 (January 31, 2015 - \$50,920) remains outstanding. The amounts owing are non-interest bearing and unsecured, with no stated terms of repayment.

On January 23, 2015, the Company received a loan from a company with directors in common, totalling \$180,000 for working capital purposes. As at January 31, 2015, the principal balance of \$180,000 was outstanding and included in loans payable. During the year ended January 31, 2016, the Company repaid the \$180,000.

## COMMITMENTS

The Company is not subject to any commitments.

## 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 8,629,907 shares issued and outstanding as at January 31, 2016 and 8,629,907 shares issued and outstanding as at May 30, 2016.

### Share Purchase Options

The Company has 30,000 stock options outstanding at January 31, 2016 and May 30, 2016.

### Warrants

The Company has no share purchase warrants outstanding at January 31, 2016 and May 30, 2016.

### Escrow Shares

The Company has no shares held in escrow as at January 31, 2016 and May 30, 2016.

## **Listing on Canadian Stock Exchange**

The Company began trading on the CSE on February 11, 2015 under the symbol "BVQ". Effective February 10, 2015 the common shares of Bravura were delisted from the TSX Venture Exchange ("TSXV").

## **Private placement**

In March 2015 the Company completed a non-brokerage private placement of 1,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$100,000. In connection with the private placement, the Company incurred legal fees of \$5,061.

In May 2015 the Company completed a non-brokerage private placement of 1,000,000 common shares at a price of \$0.05 per share for \$50,000.

On March 9, 2016, the Company has arranged a non-brokered private placement of 2,500,000 units at a price of \$0.05 per share for gross proceeds of up to \$125,000.

Each unit is comprised of one common share and one common share purchase warrant. Each warrant will be exercisable into one common share of the Company for a period of 60 months at an exercise price of seven cents during the five years. Shares issued pursuant to this private placement are subject to a four-month hold period from the closing date.

## **Shares for debt**

In May 2015 the Company issued 5,508,032 common shares to settle its accounts payables, private loan and loans payable of \$275,402. The fair value of the share was at \$0.05, resulting no gains or losses from the settlement.

## **Plan of arrangement**

On March 11, 2015, the Company completed a plan of arrangement (the "Arrangement"). Pursuant to the Arrangement:

- (i) each of the issued and outstanding common shares of the Company was exchanged for one new common share, one Class 1 Reorganization Share and one Class 2 Reorganization Share of the Company and all of the common shares of the Company outstanding prior to the Arrangement were cancelled;
- (ii) all Class 1 Reorganization Shares were transferred to Nuran Wireless Inc. (formerly, 1014372 B.C. Ltd.) (“Nuran”) in exchange for common shares of Nuran;
- (iii) all Class 2 Reorganization Shares were transferred to 1014379 B.C. Ltd. (“NewCo”) in exchange for common shares of NewCo;
- (iv) the Company redeemed all of the Class 1 Reorganization Shares and satisfied the redemption amount of such shares by the transfer to Nuran of \$45,000 of working capital; and
- (v) the Company redeemed all of the Class 2 Reorganization Shares and satisfied the redemption amount of such shares by the transfer to NewCo of \$45,000 of working capital.

### **Pre-arrangement share consolidation**

On March 5, 2015, the Company completed a share consolidation on the basis of five existing shares for one new share. The financial statements have been retroactively adjusted to reflect this share consolidation.

### **CHANGES IN ACCOUNTING POLICIES**

See Note 2 “Significant Accounting Policies” and Note 3 “Application of New and Revised International Financial Reporting Standards” of the financial statements for the year ended January 31, 2016.

### **SUBSEQUENT EVENTS**

On March 9, 2016, the Company has arranged a non-brokered private placement of 2,500,000 units at a price of \$0.05 per share for gross proceeds of up to \$125,000.

Each unit will comprise one common share of the issuer and one common share purchase warrant of the issuer. Each warrant will be exercisable into a common share of the company for a period of 60 months at an exercise price of seven cents during the five years. Shares issued pursuant to this private placement are subject to a four-month hold period from the closing date.