LANEBURY GROWTH CAPITAL LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED

JUNE 30, 2019

INTRODUCTION

Lanebury Growth Capital Ltd. ("Lanebury" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 19, 2011, under the name NU2U Resources Corp. and subsequently changed its name to Lanebury Growth Capital Ltd. on April 25, 2017. On November 21, 2017, the Company's shares were listed on the Canadian Securities Exchange under the trading symbol "LLL".

This management discussion and analysis should be read in conjunction with the financial statements and related notes thereto for the years ended June 30, 2019 and 2018 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board ("IASB"). All amounts in the financial statements and this discussion and analysis are presented in Canadian dollars, unless otherwise indicated. This Management Discussion and Analysis ("MD&A") is dated December 20, 2019 and discloses specified information up to that date.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

Lanebury is an investment company specializing in business opportunities in the technology arena. The Company targets investments that have a monthly revenue model and can be scaled easily using internet and mobile technologies. The proposed investments are generally early stage startups that already have developed a customer and revenue base with competent management in place and are seeking funding for expansion.

The current directors have considerable experience dealing in the technology area and can be expected to find considerable opportunities for investment in the less than one million dollars range, either through debt or equity investments, where risk is elevated but may be reduced by diversification, and where these investments can be profitable.

The Company's primary industry focus is as follows:

I. Internet hardware, systems and software

II. Internet media

III. Internet health

IV. Internet education

V. Unique technologies applied in an innovative business model

SELECTED ANNUAL INFORMATION

Financial year ended:	June 30, 2019	June 30, 2018	June 30, 2017
Total revenues	Nil	Nil	Nil
Net loss			
In total	$ (401,640)	$ (408,158)	$ (124,090)
Per share [1 2]	$ (0.04)	$ (0.17)	$ (0.06)
Comprehensive loss			
In total	$ (401,640)	$ (337,658)	$ (138,258)
Total assets	$ 4,191,215	$ 4,479,947	$ 516,336
Total long term financial liabilities	Nil	Nil	Nil

No dividends were declared or paid nor are any contemplated.
Note 1 - Fully diluted per share amounts are not shown as the effect is anti-dilutive.

RESULTS OF OPERATIONS

	Three months ended June 30,		Years ended June 30,	
	2019	**2018**	**2019**	**2018**
Expenses				
Management and consulting fees	2,880	1,691	16,191	13,155
Office and sundry	98	1,136	1,110	1,579
Professional fees	12,644	3,681	37,612	33,978
Share-based payments	-	-	109,254	-
Transfer agent and filing fees	2,503	6,940	15,464	31,786
	(18,125)	(13,448)	(179,631)	(80,498)
Other items				
Foreign exchange loss	(27,606)	-	(12,300)	-
Interest income	41,822	43,926	96,008	96,042
Interest expense	-	-	-	(63,943)
Fair value loss on investments	(134,761)	-	(141,000)	-
Equity loss on investments	(132,626)	-	(132,626)	-
Gain (loss) on derivative	(46,154)	12,881	(32,091)	18,676
Impairment provision on loan receivable	-	(378,435)	-	(378,435)
Net loss	$ (317,450)	$ (335,076)	$ (401,640)	$ (408,158)

THREE MONTH PERIOD ENDED JUNE 30, 2019 AND 2018

The net loss for the quarter ended June 30, 2019 was $317,450 compared to a net loss of $335,076 for the quarter ended June 30, 2018, representing a decrease of $17,626.

Expenses

For the quarter ended June 30, 2019, total expenses were $18,125 compared to $13,448 recorded during the same period in 2018, representing an increase of $4,677. Material variances over the comparable period are discussed below.

Professional fees

For the quarter ended June 30, 2019, professional fees were $12,644 compared to $3,681 for the same quarter in the prior year. The increase is related to an additional accrual for audit fees in the current quarter due to the transition to IFRS 9 in the current year and resulting increase in complexity of the audit.

Transfer agent and filing fees

For the quarter ended June 30, 2019, transfer agent and filing fees were $2,503 compared to $6,940 for the same quarter in the prior year. The higher fees in the prior year quarter are due to cancellation fees incurred to switch to a new transfer agent and higher AGM fees charged by the previous transfer agent.

Other items

For the quarter ended June 30, 2019, the Company incurred a fair value loss on investments of $134,761 compared to $Nil in the prior year period. This is related to an adjustment made in the fourth quarter for the decrease in the value of shares of Mobio prior to Mobio becoming an equity investment. In the prior year, changes in the value of marketable securities were recorded in other comprehensive income rather than in the statement of loss and comprehensive loss.

For the quarter ended June 30, 2019, the Company recorded an equity loss of $132,626 on its investment in Mobio and Plank. In the prior year quarter, the Company did not own any shares of Plank and its investment in Mobio was accounted for as a marketable security rather than as an equity investment as Lanebury's share of Mobio was not significant in the prior year.

For the quarter ended June 30, 2019, the loss on derivative was $46,154 compared to a gain of $12,881 recorded in the prior year quarter. Gains and losses on derivatives were related to increases and decreases in the value of the Mobio warrants held by the Company prior to the Company adopting equity accounting for its investment in Mobio.

In the quarter ended June 30, 2019, the impairment provision on loan receivable was $Nil compared to $378,435 in the prior year quarter. This was related to the 100% impairment of the TYM loan receivable held by the Company.

YEARS ENDED JUNE 30, 2019 AND 2018

Net loss

The net loss for the year ended June 30, 2019, was $401,640 compared to a net loss of $408,158 for the year ended June 30, 2018, representing a decrease of $6,518.

Expenses

For the year ended June 30, 2019, total expenses were $179,631 compared to $80,498 recorded for 2018, representing an increase of $99,133. Material variances over the comparable year are discussed below.

Share-based payments

For the year ended June 30, 2019, share-based payments were $109,254 compared to $Nil for the year ended June 30, 2018. The increase is related to 400,000 stock options granted during the current year.

Transfer agent and filing fees

For the year ended June 30, 2019, transfer agent and filing fees were $15,464 compared to $31,786 for the year ended June 30, 2018, representing a decrease of $16,322. The higher fees for the previous year are related to the Company's listing on the Canadian Securities Exchange as well as cancellation fees incurred to switch to a new transfer agent and higher AGM fees charged by the previous transfer agent.

Other items

For the year ended June 30, 2019, the Company incurred a fair value loss on investments of $141,000 compared to $Nil in the prior year period. This is related to an adjustment made for the decrease in the value of shares of Mobio prior to Mobio becoming an equity investment. In the prior year, changes in the value of marketable securities were recorded in other comprehensive income rather than in the statement of loss and comprehensive loss.

For the year ended June 30, 2019, the Company recorded an equity loss of $132,626 on its investment in Mobio and Plank. In the prior year, the Company did not own any shares of Plank and its investment in Mobio was accounted for as a marketable security rather than as an equity investment as Lanebury's share of Mobio was not significant in the prior year.

For the year ended June 30, 2019, the loss on derivative was $32,091 compared to a gain of $18,676 recorded in the prior year. Gains and losses on derivatives were related to increases and decreases in the value of the Mobio warrants held by the Company prior to the Company adopting equity accounting for its investment in Mobio.

In the year ended June 30, 2019, the impairment provision on loan receivable was $Nil compared to $378,435 in the prior year. This was related to the 100% impairment of the TYM loan receivable held by the Company.

For the year ended June 30, 2019 interest expense was $Nil compared to $63,943 for the year ended June 30, 2018. The decrease in interest expense is related to the repayment of $482,312 in related party loans in November 2017.

SUMMARY OF QUARTERLY INFORMATION

Fiscal quarter ended	Revenues[1]	Net Income (Loss)	Comprehensive Income (Loss)	Earnings (Loss) from Continuing Operations – Per Share [2]
		$	$	$
June 30, 2019	Nil	(317,450)	(317,450)	(0.03)
March 31, 2019	Nil	156,408	156,408	0.02
December 31, 2018	Nil	6,165	6,165	0.00
September 30, 2018	Nil	(246,763)	(246,763)	(0.02)
June 30, 2018	Nil	(335,076)	(288,076)	(0.12)
March 31, 2018	Nil	(102,207)	(372,457)	(0.05)
December 31, 2017	Nil	62,391	403,141	0.02
September 30, 2017	Nil	(33,266)	(80,266)	(0.02)

Note 1: Revenues exclude interest income.

Note 2: Loss per share is rounded to the nearest whole cent

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2019, the Company had current assets of $1,365,597 and current liabilities of $21,332 compared to current assets of $4,479,946 and current liabilities of $17,678 as at June 30, 2018. At June 30, 2019, the Company had working capital of $1,344,265 compared to working capital of $4,462,268 at June 30, 2018.

Cash and cash equivalents at June 30, 2019 were $1,355,108 compared to $3,766,164 at June 30, 2018.

On January 29, 2019, the Company entered into an agreement to loan $700,000 to Plank Ventures Ltd ("Plank"). The loan bears interest at 10% per annum, calculated monthly, not in advance, and is secured by a promissory note. The principal balance plus accrued interest is due and payable on January 29, 2021. During the year ended June 30, 2019, interest and accretion of $49,618 were earned on the loan.

On January 25, 2019, the Company participated in a private placement offering by Mobio. The Company subscribed to 10,666,668 units at $0.075 per unit for a total cost of $800,000. Each unit consisted of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.10 for a period of 24 months from closing of the private placement.

On July 24, 2018, the Company completed a USD $1,000,000 investment in Finhaven Technology Inc. ("Finhaven") pursuant to the Simple Agreement for Future Equity (the "SAFE"). The SAFE provides that the investment will be converted into common shares of Finhaven at a price equal to USD $33,000,000 divided by the capitalization of Finhaven no later than 90 days past June 30, 2020.

In the future, the Company will need to continue raising additional capital. As a public company, the evaluation by the investment community and individual investors will determine the outcome of any financing in the public market.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT PERSONNEL

Balances

The following amounts payable to related parties are included in trade payables and accrued liabilities:

		June 30, 2019		**June 30, 2018**
CEO of the Company	$	-	$	1,111
Company controlled by the CFO of the Company		389		3,582
	$	389	$	4,693

Management compensation

		Years ended		
		June 30, 2019		**June 30, 2018**
Management and consulting fees paid to a company controlled by the CFO	$	16,191	$	13,155
Professional fees paid to a company controlled by the CFO		10,760		8,840
Share-based payments to officers and directors		109,254		-

Transactions with related parties

Transactions with related parties are summarized in the tables below:

		Years ended		
		June 30, 2019		**June 30, 2018**
Interest and accretion on loans payable to a company controlled by the CEO	$	-	$	63,942
Interest on loan receivable from Mobio		26,612		28,672
Interest and accretion on loan receivable from Plank		49,618		-

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

FINANCIAL INSTRUMENTS

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

Credit risk:

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company is exposed to credit risk on the loans receivable from Plank in the amount of $641,471. The Company is in regular communication with Plank and expects that the loan will be recoverable.

Liquidity risk:

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2019, the Company had a cash balance of $1,355,108 (June 30, 2018 - $3,766,164) to settle current liabilities of $21,332 (June 30, 2018 - $17,678).

Market risk:

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(a) Interest rate risk - The loans to related companies bear a fixed rate of interest and accordingly are not subject to interest rate risk. The Company has a cash balance making the company sensitive to interest rate fluctuations.

(b) Foreign currency risk - The Company is headquartered in Canada and its functional reporting currency is the Canadian dollar. The Company has a significant investment that is denominated in US dollars. As such, the Company's results of operations are subject to foreign currency fluctuation risks and these fluctuations may adversely affect the financial position and operating results of the Company. As of June 30, 2019, the Company does not use derivative instruments to reduce its exposure to currency risk. A 10% change in the US dollar to the Canadian dollar exchange rate would impact the Company's net income by $130,870.

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

Fair Value of Financial Instruments

The Company's financial instruments measured at fair value consist of cash and cash equivalents, loans receivable, the Safe investment and trade payables and other payables. The carrying values of cash and cash equivalents, loans receivable, and trade payables and other payables approximate their fair values due to their short-term nature and/or the existence of market related interest rates on the instruments. The carrying value of marketable securities approximates their fair value as it is based on the closing trading price of the security on the reporting date. The carrying value of warrants is based on the Black-Scholes option pricing model and approximates the fair value.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

All financial instruments other than the Safe investment are classified as Level 1. The Safe investment is classified as Level 3.

SHARE CAPITAL

The total number of common shares outstanding at June 30, 2019 and the date of this MD&A is 10,320,803.

As at June 30, 2019 and the date of this report there were 400,000 stock options and no warrants outstanding.

RISK FACTORS

In evaluating an investment in Lanebury, in addition to other information contained in this MD&A, investors should consider the following risk factors associated with Lanebury. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

Risk of Loss of Entire Investment

Investing in startup companies involves a high level of risk. Startup companies may fail completely or Lanebury may be unable to resell the shares it owns in the startup or collect upon the debt instrument that the Company has purchased from the startup. In these situations, Lanebury may lose the entire amount of the investment.

Return on Investment is Not Guaranteed

The amount of return on investment, if any, is highly variable and not guaranteed. Some startups may be successful and generate significant returns, but many will not be successful and will only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Delay in Return on Investment

Any returns generated by startup companies may take several years to materialize. Most startups take five to seven years to generate any investment return, if at all.

Liquidity Risk

It may be difficult to resell the investment in a startup. Startup investments are privately held companies and are not traded on a public stock exchange. Also, there is currently no readily available secondary market for private buyers to purchase securities of startups. Furthermore, there may be restrictions on the resale of the shares of the startup and the ability to transfer those shares.

Dilution Risk of the Investment

Startup companies may need to raise additional capital in the future through the issue of additional shares. This will dilute the percentage ownership that Lanebury has in the company.

Risk of Inaccurate Valuation of the Investment

Unlike publicly traded companies that are valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess. The issuer will set the share price of the investment and there is a risk of overpaying for that investment.

Risk of Failure of the Startup

Investments in startups are speculative, and these companies often fail. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup often relies on the development of a new product or service that may or may not find a market.

Risk of Profitability of Startup Companies

A Startup company is still in an early phase and may be just beginning to implement its business plan. There can be no assurance that it will ever operate profitably. The likelihood of achieving profitability should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by companies in their early stages of development. The startup company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Funding risk

A startup company may require funds in excess of its existing cash resources to fund operating expenses, develop new products, expand its marketing capabilities, and finance general and administrative activities. Due to market conditions at the time the startup company needs additional funding, it is possible that the company will be unable to obtain additional funding when it needs it, or the terms of any available funding may be unfavorable. If the company is unable to obtain additional funding, it may not be able to repay debts when they are due, or the new funding may excessively dilute existing investors. If the company is unable to obtain additional funding as and when needed, it could be forced to delay its development, marketing and expansion efforts and, if it continues to experience losses, potentially cease operations.

Disclosure risks

The startup company is at an early stage and may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long trading history. The company is also only obligated to provide limited information regarding its business and financial affairs to investors.

Personnel risks

An investment in a startup is also an investment in the management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. The startup company's management may not have the necessary expertise and experience to deliver on the company's business plan.

Growth risk

For a startup to succeed, it will need to expand significantly. There can be no assurance that it will achieve this expansion. Expansion may place a significant strain on the company's management, operational and financial resources. To manage growth, the company will be required to implement operational and financial systems, procedures and controls. It also will be required to expand its finance, administrative and operations staff. There can be no assurance that the company's current and planned personnel, systems, procedures and controls will be adequate to support its future operations. The company's failure to manage growth effectively could have a material adverse effect on its business, results of operations, and financial condition.

Competition risk

The startup may face competition from other companies, some of which might have received more funding than the startup has. One or more of the company's competitors could offer services similar to those offered by the company at significantly lower prices, which would cause downward pressure on the prices the company would be able to charge for its services. If the company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the company's results of operations and financial condition.

Market demand risk

While a startup company believes that there will be customer demand for its products, there is no assurance that there will be broad market acceptance of the company's offerings. There also may not be broad market acceptance of the company's offerings if its competitors offer products which are preferred by prospective customers. In such event, there may be a material adverse effect on the company's results of operations and financial condition, and the company may not be able to achieve its goals.

Control risks

Because the company's founders, directors and executive officers may be among the company's largest stockholders, they can exert significant control over the company's business and affairs and have actual or potential interests that may depart from Lanebury's. The company's founders, directors and executive officers may own or control a significant percentage of the startup company. In addition to their board seats, such persons will have significant influence over corporate actions requiring stockholder approval, irrespective of how the company's other shareholders, including Lanebury, may vote.

Cyber Security Risks

As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results, cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Company believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.