Imagination Park Entertainment Inc. (formerly GeoNovus Media Corp.)

Management's Discussion and Analysis
For The Three Months Ended November 30, 2016

January 30, 2017

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended November 30, 2016 and 2015 and the audited consolidated financial statements for the years ended August 31, 2016 and 2015. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for Imagination Park Entertainment Inc. (formerly GeoNovus Media Corp.) ("Imagination Park" or the "Company") can be found on the SEDAR website at www.sedar.com. The Company's website can be found at www.imaginationpark.com.

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Overview and Change of Business

Imagination Park Entertainment Inc. (formerly GeoNovus Media Corp.) was incorporated on October 11, 2011 under the laws of the Business Corporation Act (BC, Canada).

During April 2015, the Company received approval from the Canadian Securities Exchange for its Fundamental Change of business, which has also been overwhelmingly approved by the shareholders of the Company by way of a shareholder consent resolution, and closed the acquisition of the assets of Canadian music publisher Greenstock Publishing Ltd. ("Greenstock").

The Fundamental Change changed the Company's primary focus from resource exploration to the Media and Entertainment Industry. The Company has identified opportunities throughout North America and feels it is poised to capitalize on these opportunities very quickly.

In connection with the business change, effective April 15th, 2015, the Company has effected a name change to GeoNovus Media Corp., and changed its symbol to "GNM".

During the year ended August 31, 2015, the Company consolidated its share capital, options and warrants on a ten to one basis. The financial statements and share capital information contained herein reflects the share consolidation retroactively.

The Company has filed a new listing statement on the CSE website that provides detailed disclosure of the Company's new business and related risk factors. During the year ended August 31, 2016, the Company changed its name to Imagination Park Entertainment Inc., with a corresponding symbol change on the Canadian Securities Exchange to "IP".

Forward-Looking Statements

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about future production and recovery; (ii) that there is no unanticipated fluctuation in foreign exchange rates; and (iii) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) the risk that the Company will continue to have negative operating cash flow; (ii) the risk that additional financing will not be obtained as and when required; (iii) material increases in operating costs; and (iv) adverse fluctuations in foreign exchange rates.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Overall Performance

For the three months ended November 30, 2016, the Company had a net loss of $445,791 compared with a net loss of $211,650 for the comparative period. The decrease in expenses was primarily due to a significant number of non-cash expenses including the issuance of common shares pursuant to the purchase of net profits interests. During the three months ended November 30, 2016, the Company recognized revenue in the amount of $61,500 as a result of fees earned for production services.

Directors

<u>Tim Marlowe</u>

Mr. Marlowe has worked on over 40 motion pictures, nine of which he produced, and in 2014 was the executive producer for "The Lady in Number 6" which won him an Academy Award. Mr. Marlowe has worked with many A-list actors such as Martin Sheen and Steven Seagal, and in the past 18 months he has worked with Vinnie Jones (Gone in 60 Seconds), Vern Troyer (Austin Powers-Mini Me), Jesse Bradford (Swimfan), Mena Suvari (American Beauty and American Pie), Lochlyn Munroe (Night at the Roxbury and Unforgiven), Hailey Duff (Napoleon Dynamite) and Natasha Henstridge (Species).

In 2015 Mr. Marlowe is slated to work with Jennifer Garner (Dallas Buyers Club), director D.J. Caruso (Disturbia, I Am Number 4 and Eagle Eye) as well as Jean Claude Van Damme (Time Cop). Mr. Marlowe brings years of expertise in moviemaking magic and a significant Hollywood Rolodex to the Imagination Park team.

<u>Colin Wiebe</u>

Mr. Wiebe has over 25 years' experience as a Creative Director and marketing professional. Colin began as a graphic artist and illustrator for the Vancouver Sun and The Province newspapers. He quickly became the Creative Director of advertising for both papers working on projects such as the Vancouver Sun Run, The Province Golf Classic, The Molson Indy plus continuous promotions for the BC Lions and the Vancouver Canucks and many more. He worked with the Pacific Press team, which pioneered the digital advertising methods adopted by many major daily newspapers around the world. Colin founded Fastcreative.com, the world's first virtual marketing department, and has worked with a variety of clients ranging from pro audio, insurance, digital online advertising, banks, entertainment, public companies, non-profits and many others. Colin is an experienced copywriter, designer and direct marketing specialist and brings his unique knowledge of web development, lead generation and marketing strategies to the Imagination Park Team.

Colin is also very well known as a musician. He has 4 nationally released albums and toured the world with Canadian legend Randy Bachman (Bachman Turner Overdrive and The Guess Who) for over 17 years singing all the Guess Who material and playing guitar and keyboards. Colin still performs at corporate and fundraising events and is the Musical Director for the Legends of Rock'n'Roll.

Gabriel Napora

Gabriel has been producing for over 17 years since he was 23 years old. Starting in tv commercials for national and then international clients and then creating his own company - Triton Films which has been responsible for starting the careers of world renowned talent including Neill Blomkamp (Director of District 9) and Trent Opaloch (Cinematographer of Captain America Winter Soldier) as well as internationally known commercial directors. Triton also became the biggest music video production company in Western Canada and one of the top Commercial houses focusing on stylized projects with significant visual effects. Gabriel then segued into feature films and has projects with Liongate, Paramount and Warner Brothers. Gabriel also Co-owns TIYABELLA Visual Effects, an Indian visual effects company that has worked with virtually every major studio on feature films. Gabriel is currently finishing work on Danny Trejo film Juarez 2045 and starting on Scifi Epic A Simple Man.

Yas Taalat

Mr. Taalat is an accomplished entertainment professional and recording artist, having toured the world with musical legends such as Ozzy Osbourne, Public Enemy, Tool and Blink 182. Since 2014, Mr. Taalat has been working alongside Mr. Napora as a producer and content creator of Triton Films, acquiring new projects, directing talent, as well as developing feature films for Triton's studio slate. Mr. Taalat has been involved in the production of several feature films, including Ancestor for Studio Canal, and A Simple Man.

Music Publishing

During the year ended August 31, 2015, the Company signed a definitive agreement to acquire assets from a related company, Greenstock Publishing Ltd. ("Greenstock"), a Canadian music publisher for 1,000,000 shares (valued at $450,000 based on market prices on the date the agreement was approved by the TSX-V). Greenstock owns 50% of the music publishing rights for the band, Franklins Dealers. The Greenstock business model is based on creating and acquiring music catalogs to place into major motion pictures. Greenstock is related as the CEO of Greenstock is also a director of the Company. The assets purchased during the year ended August 31, 2015 consist of intangible music publishing rights, of which $449,900 has been expensed due to uncertainty regarding the future value. As at August 31, 2016, $100 remains capitalized on the consolidated statement of financial position.

Letter of Intent to acquire various interests in up to six feature film projects

On February 9, 2016, the Company announced that it had entered into a binding letter of intent with Triton Films Inc. for options to acquire percentages of Triton's interest in up to six feature film projects. The letter of intent showcases one of Imagination Park's new corporate strategies where it intends to advance and package portfolio projects with carefully selected A-list talent, as well as international financial, production, sales and distribution partners. During the three months ended November 30, 2016, the Company amended the letter of intent, and the below terms reflect the amended amounts.

Pursuant to the amended letter of intent, the Company has the option to acquire varying percentages of Triton's interest in up to six feature film projects. The percentage of Triton's interest that the Company may acquire for each of the feature film projects is between 37.5 per cent and 50 per cent. Triton will retain creative and strategic control over the development and distribution of the films but Triton will consult with the Company on all matters regarding the production, licensing, sale and distribution of the films.

Imagination Park has agreed that it will exercise five of the options by making the payments set out in the attached table to Triton within 30 days of executing the letter of intent to acquire the following percentages of Triton's interest in five films.

Payment Value (CAD)	Payment Form	% of Triton's interest in a Feature Film Project acquired by the Company from Triton
$21,000	Common Shares	40% of Film 1
$20,250	Common Shares	12.5% of Film 2
$15,000	Common Shares	25% of Film 3
$26,250	Common Shares	17.5% of Film 4
$37,500	Common Shares	12.5% of Film 5

With the exception of one of the films, for which the full purchase price is $35,000 payable by the issuance of common shares of Imagination Park to Triton, the purchase price to exercise each of the options is payable in increments and exercisable upon the achievement of certain milestones. If the Company fully exercises any of the options, it will provide bonus payments to Triton upon the occurrence of certain milestones. During the three months ended November 30, 2016, the Company exercised all options.

Imagination Park has also secured a right of first refusal to purchase Triton's remaining interest in any of the six feature films should Triton wish to sell its interest at any time to a third party that does not include a partnering film financier, production studio, sales or distribution agent, or similar. Triton also reserves the right to terminate the letter of intent if the Company does not secure the minimum amount of financing. If Triton decides to terminate the letter of intent, Triton will return all shares issued pursuant to the letter of intent.

Pursuant to the amended the letter of intent, the Company now also has the right to acquire up to 50% of Triton's producer's points by issuing an equivalent of $52,500 payable in common shares. During the three months ended November 30, 2016, the Company exercised its option to acquire its respective initial interests in these six films and has issued to Triton 2.3 million common shares at a deemed price of $0.075, for total consideration of $172,500.

The Company also settled a penalty fee in the amount of $25,000 through the issuance of 250,000 common shares at a deemed price of $0.10. The penalty fee was due under the terms of the letter of intent for the delay in closing a financing.

Lions Gate Releases "Absolution" Starring Steven Seagal. Produced By Tim Marlowe, Imagination Park Now Entitled To Share Potential Revenue

On May 14, 2015**,** the Company announced the new Steven Seagal movie "Absolution" as the first of six feature films that the Company is entitled to share in the net revenues of. Produced by Tim Marlowe, "Absolution", and was officially released and distributed by Lions Gate on May 15, 2015 in Theatres and On Demand.

The Company's interest in the revenue of "Absolution" derives from a Production Revenue Participation Agreement (the "Participation Agreement") with Infinity Media and its principal, Academy Award® winning producer, Timothy Marlowe. In addition to his role with Infinity Media, Mr. Marlowe is a director of the Company. Under the terms of the Participation Agreement, the Company is entitled to receive five percent of the revenue earned by Infinity Media from "Absolution", and from five subsequent feature films from which Infinity Media is entitled to share revenue. The five subsequent films will be determined by Infinity Media pursuant to the terms of the Participation Agreement

There can be no assurance that “Absolution” or any other films which the Company will have an interest in under future Participation Agreements will generate revenues for Infinity Media and the Company.

During September 2015, the Company and Infinity Media agreed to amend the agreement. Company Directors Tim Marlowe and Gabriel Napora have come to terms with the Company to return to treasury the previously issued 3.4 million shares negotiated originally in the two agreements in exchange for net profit interests in 12 upcoming productions collectively. Mr. Marlowe has agreed to retain 500,000 shares for the net profit interest of the movie “Absolution” currently owned by the Company. As of the date of this report, Absolution has not yet become profitable, and consequently the Company has not yet earned any of its entitled profit share which will be available once the original Absolution investors have recouped their investments. Absolution is currently sold on iTunes and airing on Netflix. On average, a comparable film may take anywhere from two to ten years to become profitable, and management believes that the film will become profitable within the next 24 months.

The Company and the two vendors have agreed to negotiate each upcoming production on a case by case basis. During the year ended August 31, 2016, 1.7 million shares were cancelled and returned to treasury, and 500,000 treasury shares were issued. The remaining 1.7 million shares are being returned to treasury subsequent to the year end due to a delay in locating the share certificate (See Note 11 of the Financial Statements).

Selected Annual Information

Financial Information

	2016	2015	2014
	$	$	$
Revenue	81,954	-	-
Loss for the year	955,235	2,294,350	2,674,660
Total comprehensive loss	955,235	2,294,350	2,674,660
Balance Sheet Data			
Working capital (deficiency)	(74,530)	(356,843)	(464,370)
Exploration and evaluation assets	-	-	589,399
Total assets	303,442	154,833	704,579
Long-term debt	Nil	Nil	Nil

Results of Operations

The results of operations reflect the overhead costs incurred to provide an administrative infrastructure to manage the media business and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity as Management and Directors continue to develop the film and music activities of the Company.

General and Administrative Expenses

For the three months ended November 30, 2016, the Company had a net loss of $445,791 compared with a net loss of $211,650 for the prior period. During the three months ended November 30, 2016, the Company incurred:

- consulting and management fees of $131,455 (2015 – $93,470). The increase is mainly due to the Company becoming more active.
- shareholder communications and promotion of $18,132 (2015 - $4,304). The increase was primarily due to an increased effort in promotional activities.
- Travel and accommodation of $54,582 (2015 - $19,000). The increase was due to directors travelling frequently for business during the current period.

First Quarter

During the three months ended November 30, 2016, the following significant transactions occurred:

(a) The Company issued 378,000 common shares to extinguish debt in the amount of $37,800;
(b) Granted an aggregate of 3,150,000 incentive stock options to directors, officers, employees, and consultants at an exercise price of $0.15 for five years from the grant date;
(c) The Company won a contract to produce a packaged proof of concept for a family-friendly feature film in the style of Harry Potter or Lord of the Rings.
(d) The Company entered into an amended letter of intent with Triton Films Inc., pursuant to the original agreement announced February 9, 2016. Pursuant to the letter of intent, the Company has the option to acquire varying percentages of Triton's interest in up to 6 feature film projects (the "Options"). The full percentage of Triton's interest that Imagination Park may acquire in each of the feature film projects is between 37.5% and 50%. Imagination Park has also secured a right of first refusal to purchase Triton's remaining interest in any of the 6 feature films should Triton wish to sell its interest at any time to a 3rd party that does not include a partnering film financier, production studio, sales or distribution agent, or similar.

    Pursuant to the amendment, the initial option exercise will now reflect the following amended terms:

Payment Value (CAD)	**Payment Form**	**% of Triton's interest in a Feature Film Project acquired by the Company from Triton**
$21,000	Common Shares	40% of Film 1
$20,250	Common Shares	12.5% of Film 2
$15,000	Common Shares	25% of Film 3
$26,250	Common Shares	17.5% of Film 4
$37,500	Common Shares	12.5% of Film 5

    In addition, Gabriel Napora, owner of Triton and Director and CEO of Imagination Park, will receive 10 producer's points in a 6th feature film project and he has agreed to assign them to Triton. Imagination Park has the amended right to acquire up to 50% of Triton's producer's points by issuing an equivalent of $52,500 payable in common shares of the Company to Triton.

    Subsequent to these mutually agreed amendments, the Company exercised its initial option to acquire its respective initial interests in these 6 films granted in the LOI, effective as of October 4, 2016, for total consideration of $172,500 payable as 2,300,000 common shares of the Company, issued at a deemed conversion price of $0.075 per share.

    Further, the original LOI entered into with Triton on February 9th, 2016, stipulates the Company was required to complete a financing for minimum net proceeds of CAD $250,000 on or before July 15, 2016, or Imagination Park would be required to issue to Triton a penalty payment equal to CAD $25,000 for the delay. The Company acknowledges that this condition was not met in the agreed upon timeframe and has issued to Triton 250,000 common shares at a deemed price of $0.10 to settle the $25,000 fee.

    As part of the amendment, the Company has issued a bonus success fee through the issuance of 115,000 common shares at a deemed price of $0.075, which is based on 5% of the value of each of the Option which are exercised, to a third party, McMillan Strategies. The bonus success fee is payable by Imagination Park to McMillan Strategies on a pro-rata basis as each portion of each of the Options is exercised by Imagination Park. Imagination Park will make the payments either in cash or by issuing common shares. The initial payments made to McMillan Strategies upon the execution of the acquisitions mentioned above will be paid in shares converted at a price equal to the conversion price of the Option share issuance.

(e) The Company announced that it acquired a 10% net profit interest in the full length documentary “Food For Thought” produced by Robinson Media, which is partly owned by Tim Marlowe, President and Director of Imagination Park. Under the terms of the agreement, the Company will pay Robinson total consideration equaling CAD $56,100, payable as 561,000 common shares of the company at a deemed price of $0.10 per share in exchange for 10% of the net profits generated by the documentary throughout the world and in perpetuity from the commercial exploitation of the documentary, including but not limited to, royalty payments and licensing payments. In addition, should the documentary not be completed for any reason, Robinson agrees to return the 561,000 common shares issued in the transaction to Imagination Park at the request of the Company, in exchange for Imagination Park waiving its rights to receive a 10% net profits interest in the project. At present, The Food for Thought documentary is fully financed through budgeted completion, and is currently in production. It is anticipated that the film will be completed in the summer of 2017 and will be selling in 2018.

(f) The Company launched a fully immersive, 360 degree, 3D virtual reality (with visual effects) production services business in partnership with Karma VR, (collectively, the “Partners”). Together, the Partners now offer full “A to Z” virtual reality production services applicable across a broad and growing spectrum of possible experiences, including live action cinema, health & wellness, medical and therapeutic, travel adventure, music, corporate presentations, virtual tours, and a growing number of other creative uses.

Under the terms of the joint venture agreement:

- Imagination Park will produce and Karma VR will fulfill all post-production virtual reality service needs within projects undertaken between the parties.

- Imagination Park agrees to give Karma first right of refusal to perform virtual reality/augmented reality post-production work on any projects/jobs that Imagination Park secures, creates, or acquires.

- Karma VR agrees to give IP first right of refusal on any virtual reality/augmented reality projects it secures, creates, or acquires that require such services.

The Partners have now completed 4 (four) virtual reality projects together to date, which may soon be added to virtual reality content stores, and which also serve to demonstrate the world-class caliber of the Partners’ virtual reality production capabilities to prospective 3rd party virtual reality production services clients. The company anticipates it will see revenue from these projects by selling them in Virtual Reality stores. Samsung, Oculus, Steam and HTC all have stores selling VR content and soon Apple will too. IP also anticipates seeing revenue from servicing advertising agencies for VR commercials, doing VR corporate videos, and doing VR work for major Hollywood Studios.

The projects include:

VR Zombies Experience; A man watching a zombie movie is stunned to find out the zombie apocalypse is real when some real zombies enter his man cave and begin breaking his toys.

VR The Peter Shinkoda Experience; While on the phone with his agent complaining about only getting roles in robot films, superstar actor Peter Shinkoda is faced with a real giant robot destroying the city.

VR Spec Commercial; A gorgeous runner is thrust into a real life UFO invasion as everything around her gets sucked up into a UFO. Luckily she has some amazing runners.

VR Spec Commercial 2; Some skateboarders in an apocalyptic setting forgot their Energy drink. In order to get it, they have to brave some horrible elements to make their way to the city's only vending machine.

Imagination Park is producing all of the above projects, which are anticipated to be complete by April 2017.

(g) The Company has won a new feature film production services contract to assist in the completion of a new full length feature film. Under the terms of the agreement, Imagination Park is offering its world-class feature film production services through to completion of the project, in exchange for production services fees payable to the Company as is customary for this kind of work. As of this date, the project is fully financed, initial service deposit funds have been received by the Company and work is now underway. The company has ties and offices with Paramount Pictures in LA and Universal Studios in LA. Both of which are two of the largest movie producing studios. Talks with both have suggested that IP may have production service contracts as early as June of 2017. The Company is also in talks with other major studios, independent producers and production companies to service their productions that come through Vancouver or Toronto.

(h) The Company won a contract to produce a packaged 'Proof Of Concept' (POC), which is a complete creative package for a project which includes script development, concept art, and a short film or trailer, for a family-friendly feature film in the style of Harry Potter or Lord of The Rings. Upon completion of the POC, Imagination Park will be granted a 3-year exclusive option to shop the POC to studios, broadcasters, and financiers, among others, that could transform the POC into a feature film, TV series or web series. The Company intends to sell the project to major studios in the 3rd quarter of this year.

Summary of Quarterly Results

The following table sets out selected quarterly information available within the last eight quarters.

Three Months Ended	**November 30, 2016**	**Aug 31, 2016**	**May 31, 2016**	**February 29, 2016**
	$	$	$	$
Revenue	61,500	81,954	-	-
Loss and Comprehensive loss	(445,791)	(308,019)	(355,705)	(79,861)
Loss per Common Share	(0.03)	(0.03)	(0.03)	(0.01)
Three Months Ended	**November 30, 2015**	**Aug 31, 2015**	**May 31, 2015**	**February 28, 2015**
	$	$	$	$
Revenue (interest income)	-	-	-	-
Exploration and evaluation assets	-	-	329,284	629,284
Loss and Comprehensive loss	(211,650)	(1,250,400)	(340,109)	(221,423)
Loss per Common Share	(0.02)	(0.11)	(0.04)	(0.04)

During the quarter ended February 28, 2014 through May 31, 2015, fluctuations in exploration and evaluation assets and loss are primarily due to exploration and evaluation asset purchases from period to period.

Liquidity and Capital Resources

The Company's cash position was $61,269 at November 30, 2016 compared to $135,688 at August 31, 2016. The Company had a working capital deficiency of $220,296 at November 30, 2016 compared with working capital deficiency of $74,530 at August 31, 2016.

During the quarter ended November 30, 2016, cash flow activities consisted of:

i) cash flows spent on operating activities of $374,444 (2015 - $116,827).

ii) cash flows received from financing activities of $Nil (2015 - $$40,500).

iii) cash flows received from (spent on) investing activities of $300,023 (2015 – $75,447)

On October 5, 2016, the Company issued an aggregate of 2,300,000 common shares to Triton Films Inc. at $0.075 per share pursuant to the amended LOI with Triton Films Inc., as well as 250,000 common shares at $0.10 to settle the penalty fee as outlined in the amended LOI (See Note X for further information). Pursuant to the amended LOI, the Company also issued 115,000 common shares at $0.075 as a contractual success fee.

During the quarter ended November 30, 2016, the Company issued 378,000 common shares at $0.10 to settle debt in the amount of $37,800.

On November 7, 2016, the Company issued 561,000 common shares at $0.10 pursuant to the revenue sharing agreement with Robinson Media

During the year ended August 31, 2016, the Company issued 50,000 common shares pursuant to the exercise of options for gross proceeds of $3,000 and transferred the fair value of the options exercised to capital stock from share-based payments reserve. The Company also cancelled 1,700,000 shares and issued 500,000 treasury shares pursuant to the amended revenue participation agreement (see Note 11 of the Financial Statements).

On April 14, 2016, the Company issued an aggregate of 12,985,669 common shares at $0.05 to settle debt in the amount of $649,283. In connection with the debt settlement, McMillan Strategies, Strategic Advisor, received 532,196 common shares for services rendered.

On April 21, 2016, the Company issued 525,000 common shares at a deemed price of $0.05 to a company owned by a director of the Company pursuant to an asset purchase agreement to acquire certain intellectual assets pertaining to the Imagination Park brand. Pursuant to this transaction, McMillan Strategies received 26,250 common shares at $0.05 for services rendered.

During the quarter ended August 31, 2016, the Company issued an aggregate of 11,708,032 units at a price of $0.05 generating gross proceeds of $585,402. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.10 for one year from the date of grant. The Company also settled debt in the amount of $33,250 through the issuance of 665,000 common shares at $0.05. In connection with the private placement, the Company paid finders' fees of $27,700 and issued 375,000 broker warrants. Each broker warrant is exercisable at $0.10 for 12 months from the date of issue.

During the year ended August 31, 2015, the Company received a loan of $6,000 from a non-related company. The loan bears interest at 10% and was repayable on December 15, 2015. If the loan was not repaid by the repayment date, the loan may be converted to shares at a price of $0.10 per share. During the year ended August 31, 2016 the principal was converted to shares and interest payable of $276 remains outstanding as at August 31, 2016.

As at November 30, 2016, the Company has $150 in short-term loans from related parties, which are non-interest bearing and repayable on demand.

Related Party Transactions

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

During the three months ended November 30, 2016, the Company paid or accrued management and consulting fees of $90,500 (2015 - $74,845), and paid or accrued office and rent costs of $1,500 to directors and officers of the Company, or companies under their control. As at November 30, 2016, $250,090 (2015 - $136,771) remained outstanding and is included under accounts payable.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Changes

There were no changes to the Company's accounting policies during the quarter ended November 30, 2016.

Future accounting changes
IFRS 9 Financial Instruments: Classification and Measurement ("IFRS 9") introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning September 1, 2018, and has not yet considered the potential impact of the adoption of IFRS 9.

IFRS 15 Revenue from Contracts with Customers: The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise significant judgment and make estimates that affect revenue recognition. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning September 1, 2017, and has not yet considered the potential impact of the adoption of IFRS 15.

Financial Instruments

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the statement of financial position date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts of cash, receivables, accounts payable and accrued liabilities on the consolidated statement of financial position approximate fair market value because of the limited term of these instruments. The Company carries its marketable securities at fair value.

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

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and receivables. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. The receivables relate to amounts due from government agencies, subscriptions receivable, and trade receivables, therefore the Company's maximum exposure to credit risk is the balance of cash held as at November 30, 2016. The Company has no significant concentration of credit risk arising from operations.

Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instrument or future media related transactions. The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants and options. The Company requires additional equity financing to fund its planned media programs and operating expenditures. Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. There are no assurances that additional funds will be available on terms acceptable to the Company or at all. As November 30, 2016 the Company had $347,406 (August 31, 2016 - $347,406) of accounts payable and accrued liabilities which are due on standard trade payable terms not exceeding 90 days.

Interest risk
Interest risk consists of two components: to the extent that payments made or received on the Company’s monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rates in the Company’s monetary assets and liabilities. The Company has cash balances and no material interest-bearing debt, therefore, interest rate risk is minimal.

Foreign currency risk
Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company’s functional and presentation currency is the Canadian dollar. Certain expenditures are transacted in foreign currencies. As a result, the Company is exposed to fluctuations in these foreign currencies relative to the Canadian dollar. As at November 30, 2016 the Company has USD $20,649 included in accounts receivable and USD $14,118 included in accounts payable. Management does not hedge its foreign exchange risk, and does not believe a change in foreign exchange would materially affect the Company at its current stage.

Contingencies

The Company is unaware of exposure to any contingent liabilities.

Management’s Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of financial statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

Risks and Uncertainties

The Company's financial condition, results of operations and business are subject to risks. The following are identified as the main risk factors:

Financing
The Company is reliant upon equity financing in order to continue its operations because it does not derive any income from its assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional funding in the future, it will be unable to carry out its operations and may lose its interests in its mineral properties.

Disclosure Controls and Procedures

CSE listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of Disclosure controls and procedures ("DC&P") and Internal controls over financial reporting ("ICFR"), as defined in National Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer 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 (b) 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 issuer's IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation 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 National Instrument 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.

Other MD&A Requirements

As at the date of this MD&A, the Company had 39,923,214 common shares issued and outstanding.

As at the date of this MD&A, the following incentive stock options were outstanding:

Expiry Date	Exercise Price	Number of Options Outstanding
November 16, 2021	0.15	200,000
September 13, 2021	0.15	2,950,000
August 11, 2017	0.06	550,000
		3,700,000

As at the date of this MD&A, warrants were outstanding enabling holders to acquire shares as follows:

Expiry Date	Exercise Price	Number of Warrants Outstanding
August 22, 2017	0.10	7,380,000
August 26, 2017	0.10	4,655,000
		12,035,000