Spirit Bear Capital Corp.
(A Capital Pool Company)

Management Discussion & Analysis

For the year ended January 31, 2015

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This Management Discussion and Analysis ("**MD&A**") of financial position and results of operation are as at May 15, 2015 and should be read in conjunction with the audited financial statements for the year ended January 31, 2015 and related notes (the "**Financial Statements")**. The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars. Additional information can be found at the website www.sedar.com.

Certain sections of this MD&A may contain forward-looking statements.

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Readers are cautioned that these statements which describe the Company's plans, objectives, and budgets may differ materially from actual results. See additional discussion under "Risks and Uncertainties" section.

CORPORATE PROFILE AND OVERALL PERFORMANCE

Spirit Bear Capital Corp. (the "**Company**") was incorporated under the Business Corporations Act (British Columbia) on November 8, 2011. The Company is classified as a Capital Pool Company ("CPC") while the principal business is the identification and evaluation of assets or a business (the "Qualifying Transaction" ("QT")) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company was unable to complete its QT by the filing deadline and requested to transfer the listing of the Company's common shares to the NEX trading board of the TSX-V to reinstate the Company's shares for trading. On July 18, 2014, 1,000,006 escrow shares held by certain non-arm's length parties were cancelled in connection with the Company's transfer to the NEX. The Company is presently listed and trading on the NEX under the symbol SBG.H.

The Company's head office, principal address and registered and records office is located at 300-576 Seymour Street, Vancouver, British Columbia, Canada, V6B 3K1.

During the year ended January 31, 2015, 300,000 agent stock options expired and the Company reversed $18,822 to deficit as a result of these expired options.

As at January 31, 2015, the Company had cash and cash equivalents of $213,071 and a surplus working capital position of $207,279. See "Liquidity and Capital Resources".

RESULTS OF OPERATIONS

As at January 31, 2015, the Company was a CPC. Accordingly, the Company has not recorded any revenues, and depends upon share issuances to fund its administrative expenses. See the summary of results, below:

Selected Annual Financial Data

	For the years ended January 31,		
	2015	2014	2013
	$	**$**	**$**
Interest income	2,038	2,698	1,637
General and administrative expenses	(29,914)	(35,530)	(64,518)
Net and comprehensive loss	(27,876)	(26,196)	(62,881)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)
Working capital	207,279	235,155	261,351
Total assets	215,856	242,696	269,315
Total shareholders' equity	207,279	235,155	261,351

Net and comprehensive loss

At January 31, 2015, the Company had not yet achieved profitable operations and has accumulated losses of $104,120 (2014 - $95,066) since inception. These losses resulted in a net loss per share (basic and diluted) for the year ended January 31, 2015 of $0.01 (2014 - $0.01).

Results of Operations

The operating and administrative expenses for the year ended January 31, 2015 totalled $29,914 (2014 - $35,530). The major expenses were professional fees of $13,981 (2014 - $17,230) and regulatory and shareholders' service expenses of $15,752 (2014 - $17,284).

The table below details the changes in major expenditures for the year ended January 31, 2015 as compared to the corresponding year ended January 31, 2014.

Expenses	**Increase / Decrease in Expenses**	**Explanation for Change**
Professional fees	Decrease of $3,249	Decrease due to less accounting fees incurred.
Regulatory and shareholders' service	Decrease of $1,532	Decrease due to lower filing fees incurred and a credit received during the period.

FOURTH QUARTER

The operating and administrative expenses for the quarter ended January 31, 2015 totalled $8,384 (2014 - $14,737).

The major expenses for the quarter ended January 31, 2015 were professional fees of $6,043 (2014 - $12,801) and regulatory and shareholders' service expenses of $2,317 (2014 - $1,931).

There were no material events affecting the Company's financial condition or performance in the fourth quarter.

Summary of quarterly results for the last consecutive 8 quarters

Historical quarterly financial information derived from the Company's eight most recently completed quarters is as follows:

	Quarters Ended			
	January 31, 2015	**October 31, 2014**	**July 31, 2014**	**April 30, 2014**
	$	$	$	$
Net and Comprehensive Loss	(7,960)	(2,718)	(8,146)	(9,052)
Basic and Diluted Loss Per Share	(0.00)	(0.00)	(0.00)	(0.01)
Weighted Average Shares	3,000,000	3,000,000	3,000,000	3,000,000
	January 31, 2014	**October 31, 2013**	**July 31, 2013**	**April 30, 2013**
	$	$	$	$
Net and Comprehensive Loss	(7,390)	(8,465)	(9,231)	(1,110)
Basic and Diluted Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted Average Shares	3,000,000	3,000,000	3,000,000	3,000,000

Basic and diluted loss per share and weighted average shares calculation does not include 1,000,006 escrowed shares as they are contingently returnable.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity.

The Company's liquidity and capital resources are as follows:

	January 31, 2015	January 31, 2014
	$	$
Cash and cash equivalents	213,071	240,779
Total current assets	215,856	242,696
Trade payables and accrued liabilities	8,577	7,541
Working capital	207,279	235,155

As at January 31, 2015, the Company had cash and cash equivalents of $213,071 (2014 - $240,779) and had a working capital surplus of $207,279 (2014 - $235,155). The balance in cash and cash equivalents is from the proceeds of $300,000 received upon the Company completing its initial public offering on May 14, 2012.

Management believes the Company has sufficient funds on hand to meet anticipated administrative and other related expenditures.

As of the date hereof, the Company did not have any commitments for capital expenditures.

As a CPC, the Company is subject to externally imposed capital requirements as outlined in Exchange Policy 2.4 and summarized below:

1) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;

2) Gross proceeds realized from the sale of all securities issued by a CPC may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a QT;

3) No more than the lesser of $210,000 and 30% of the gross proceeds from the sale of securities issued by a CPC may be used for purposes other than to identify and evaluate QT;

4) After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the Exchange is obtained before the issuance of the securities.

The Company is not exposed to any externally imposed capital requirements.

SHAREHOLDERS' EQUITY

As at January 31, 2015, the Company had 4,000,006 (2014 – 5,000,012) common shares issued and outstanding of which 1,000,006 (2014 – 2,000,012) shares of the Company are held in escrow and will be released to shareholders upon completion of a qualified transaction in accordance with Exchange Policy 2.4 over a period of up to 36 months.

On July 18, 2014, 1,000,006 escrow shares held by certain non-arm's length parties were cancelled in connection with the Company's transfer to the NEX.

STOCK OPTIONS AND WARRANTS

Stock Options

The Company has adopted a stock option plan (the "Stock Option Plan") pursuant to which it can grant options to directors, officers and technical consultants for up to 10% of the issued and outstanding common shares. Under the plan, the exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the TSX-V. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

During the year ended January 31, 2015, 300,000 stock options with an exercise price of $0.10 expired unexercised.

OFF-BALANCE SHEET TRANSACTIONS

The Company does not have any off-balance sheet arrangements as at January 31, 2015 or as of the date of this report.

CRITICAL JUDGEMENTS AND ESTIMATES

The preparation of the Financial Statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant Judgments

The preparation of the Financial Statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

ACCOUNTING STANDARDS AND AMENDMENTS NOT YET ADOPTED

There were no changes to the Company's accounting policies during the year ended January 31, 2015.

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended January 31, 2015 and have not been applied in preparing the Financial Statements.

a) IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company does not expect any effect on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

RELATED PARTY TRANSACTIONS

Summary of key management personnel compensation:

	For the year ended January 31,	
	2015	**2014**
	$	**$**
Professional fees (recovery)	-	(6,636)

RISKS & UNCERTAINTIES

The Company currently has no source of recurring income, has not commenced commercial operations, has no significant assets other that cash, has no history of earnings and does not intend to pay dividends. In addition, there can be no assurance that the Company will be able to obtain additional financing in the future on terms acceptable to the Company or at all.

The Company's success depends to a certain degree upon key members for the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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 primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Trade payables and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

Capital Management

The Company defines capital as the Company's shareholder's equity. The Company's objectives when managing capital is to safeguard its accumulated capital by maintaining a sufficient level of funds to complete the Company's QT while providing adequate returns to shareholders.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES AND OPTIONS

As at the date of this report, the Company had 4,000,006 common shares outstanding and 500,000 stock options outstanding.

The following table summarizes the options outstanding and exercisable at the date of this report:

Options outstanding	Exercise price	Options exercisable	Expiry date
	$		
500,000	0.10	500,000	May 14, 2017

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on SEDAR at www.sedar.com including, but not limited to:

- the Company's audited financial statements for the years ended January 31, 2015 and 2014

This MD&A has been approved by the Board on May 15, 2015.