Cannabix Technologies Inc.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED JANUARY 31, 2015

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the three month period ended January 31, 2015 of Cannabix Technologies Inc. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of March 30, 2015.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to marijuana breathalyzer technology development and future mineral property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about its marijuana breathalyzer technology development, mineral property interests, the global economic environment, the market for marijuana breathalysers and demand for commodities and our ability to manage our technology development, property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to develop an effective marijuana breathalyzer (3) delays in technology development (4) industry competition (5) the uncertainty of government regulation, no guarantee of patent acceptance by regulator authorities (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, (7) inability to finance (8) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on April 5, 2011. As of June 5th, 2014 the Company's primary business is the development of the Cannabix marijuana breathalyzer. The Company also holds ownership in one mineral exploration property located in Quebec, Canada. The Company completed an initial public offering to list on the TSX Venture Exchange on December 16, 2013 under the symbol "WPO". Effective June 26, 2014, the Company delisted from the TSXV and listed on the Canadian Securities Exchange ("CSE") under the symbol BLO. On August 12, 2014, the Company completed a name change from West Point Resources Inc. to Cannabix Technologies Inc. For further details, please see the Amended and Restated Final Prospectus of the Company dated September 26, 2013 which is available on SEDAR at www.sedar.com

The Company currently has one material exploration property, the Monster Lake South (Hazeur) Gold Property, located in Quebec, Canada, the details of which are set out below. The Company has not yet determined whether its property interests contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

TECHNOLOGY DEVELOPMENT

CANNABIX MARIJUANA BREATHALZYER

On May 13, 2014 the company entered into a binding letter of intent ("LOI") with Cannabix Breathalyzer Inc (a private B.C. company). On June 5, 2014, the Company and Cannabix Breathalyzer Inc entered into a definitive licensing agreement. The definitive licensing agreement ("definitive agreement") provides the Company (the licensee) exclusive right, title, and interest in United States Patent Application Serial No. 61/981,650No. 1 ("Licensed Patent") from Cannabix Breathalyzer Inc. (the licensor). The territory covered in the agreement is the United States and its territories and possessions, and all other countries that are deemed to constitute the North American Continent. In consideration for the Licensed Patent, the Company issued 7,500,000 million common shares to current shareholders of Cannabix Breathalyzer Inc. and issued 7,500,000 million warrants exercisable at $0.075 (exercisable for a period of 12 months, expiring on June 26, 2015) to Cannabix Breathalyzer Inc.

Additional milestone payments

The definitive agreement outlines future share payments upon reaching the following milestones: The issuance of 7,500,000 of common shares of the Company within 14 business days of prototype delivery to the Company. Furthermore, upon receipt of the final patent, the company will issue 5,000,000 common shares of the Company. There is no assurance that a prototype will be completed or that a final patent will be issued by the U.S. patent office.

Royalty on Licensed Patent

The Licensee shall pay Licensor a royalty of three percent (3%) of Licensee's selling price for each Licensed Product manufactured, used, or sold by Licensee in the Territory or imported by Licensee into the Territory.

EXPLORATION ACTIVITY

MONSTER LAKE SOUTH GOLD PROPERTY, QUEBEC, CANADA

On February 10, 2014 the Company entered into an agreement to purchase 100% of the early stage exploration property known as the Monster Lake South or "Hazeur" gold property (the "Property") in Quebec, Canada. As consideration, the Company paid $7,800 in cash and issued 300,000 common shares of the Company valued at $15,000, subject to a 2% NSR of which 1% can be purchased for $1 million.

On January 5, 2015 the Company entered into an arrangement agreement with Torino Ventures Inc. ("Spinco"), a private B.C. company and wholly-owned subsidiary of the Company. Pursuant to the arrangement agreement, the Company has agreed to transfer 100% of the Monster Lake South Gold Property (also known as the "Hazeur Property") and $10,000 cash to Spinco in consideration for the issuance of 8,000,000 common shares of Spinco (or 100 per cent) and to distribute these common shares to the Company's shareholders on a pro rata basis pursuant to a plan of arrangement under the Business Corporations Act (British Columbia).

RUBY RANGE PROPERY, YUKON, CANADA

On November 9, 2011, amended last on September 10, 2013, the Company entered into an option agreement with Rockhaven Resources Ltd. for a 100% interest in the Ruby Range Property in consideration for certain payments, property expenditures and issuances of Common Shares. On February 10, 2014 the Ruby Range Property Option agreement was terminated and the Company returned the property in good standing. Furthermore, pursuant to the option agreement, the Company issued 1,500,000 common shares of the Company valued at $45,000 to Rockhaven Resources Ltd. upon termination. The Company also paid cash termination costs of $36,855. All acquisition costs previously capitalized, totaling $50,000, were written-off.

OVERALL PERFORMANCE

The Company was incorporated on April 5, 2011. As an early stage technology development company, the Company has not generated revenues to date from the development of the Cannabix marijuana breathalyzer and anticipates that it will continue to require equity financing to fund operations until such time a commercial product is developed and generates revenues on a profitable basis. Since incorporation, the Company identified the potential for gold mineralization at the Ruby Range property, Yukon, Canada and at the Monster Lake South gold property, Quebec. Management intends to concentrate its activities on technology development and anticipates that expenses will increase during the foreseeable future as the Company carries out prototype development of the Cannabix marijuana breathalyzer and eventually initiates research studies on such a product. The Company has incurred costs in connection with the acquisition of the technology development business, as well as exploration programs related to its mineral exploration projects. Throughout 2014 and 2015 the Company has incurred costs related to its prospectus and IPO. Net loss for the period ended January 31, 2015 was $273,028 compared to $107,278 for the period January 31, 2014.

RESULTS OF OPERATIONS

Quarter ended January 31, 2015

During the quarter ended January 31, 2015, the Company incurred expenses of $273,028, primarily investor relations of $62,800, mineral exploration costs of $15,606, research and development costs of $111,895, consulting fees of $54,000, professional fees (legal & Accounting) of $2,305, Office and miscellaneous of $10,233, transfer agent fees of $6,183, exchange and filing fees of $2,095, and travel related expenses of $7,911. Net loss for the period ended January 31, 2015 was $273,028.

The Company has the exclusive North American license for the Cannabix Marijuana Breathalyzer, a drug-impairment recognition system. The Company also owns a 100% legal and beneficial interest in the early stage exploration property known as the Monster Lake South gold property, also described under the heading "Description of Business". With respect to the Monster Lake South gold property, the Company has no work commitments.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Quarter Ended January 31 2015 $	**Quarter Ended October 31 2014 $**	**Quarter Ended July 31 2014 $**	**Quarter Ended April 30 2014 $**	**Quarter Ended January 31 2014 $**	**Quarter Ended October 31 2013 $**	**Quarter Ended July 31 2013 $**	**Quarter Ended April 30, 2013 $**
	01/31/2015	10/31/2014	07/31/2014	04/30/2014	01/31/2014	10/31/2013	7/31/2013	4/30/2013
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(273,028)	(190,034)	(659,231)	(308,949)	(107,278)	(67,766)	(19,414)	(57,340)
Loss per share, basic and diluted	(0.01)	(0.01)	(0.03)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

On a quarter-by-quarter basis the loss can fluctuate significantly due to research & development costs, exploration activities during the period, and the timing of stock option grants.

During the nine month period ended January 31, 2015, the Company incurred expenses of $1,122,293 primarily investor relations of $333,737, mineral exploration costs of $129,430, research and development costs of $171,017 consulting fees of $166,160, professional fees (legal & Accounting) of $42,314, Office and miscellaneous of

$14,748, transfer agent fees of $34,785, exchange and filing fees of $25,613, stock-based compensation of $194,344, and travel related expenses of $10,145. Net loss for the nine months ended January 31, 2015 was $1,122,293.

An analysis of the quarterly results over the last eight quarters shows significant changes in financial performance during the last four quarters ended April 30, 2014, July 31, 2014, October 31, 2014 and January 31, 2015. There is a significant increase in expenditures and net loss for the Company during these quarters due to the Company incurring costs related to its prospectus in preparation for the IPO, exploration property impairment, exploration expenditures, research and development, and stock-based compensation. During the quarters ended October 31, 2014 and January 31, 2015, the Company incurred expenses related to exploration costs on the Monster Lake South Property. Exploration expenditures for the quarter ended January 31, 2015 was $15,606. During the quarter ended January 31, 2015, the Company incurred product development expenditures of $111,895. During the three month period ended January 31, 2014 the Company has incurred legal expenses primarily from the preparation for the Company's IPO. During the quarter ended April 30, 2014, the Company incurred costs related to mineral property impairment and termination of the Ruby Range property option agreement of $131,855. During the quarter ended July 31, 2014, the Company incurred costs related to stock-based compensation of 194,344. During the quarters ended July 31, 2014, October 31, 2014, and January 31, 2015, the Company had research and development expenditures related to the development of the Cannabix Breathalyzer. During the nine month period ended January 31, 2015, the Company incurred research and development expenses of $171,017. Management anticipates expenditures to increase slightly or remain similar to the last three quarters. Research & development costs and consulting fees will increase, and investor communications fees may increase slightly. Stock-based compensation is expected to decrease over the next few quarters. Other expenditures should remain relatively stable going forward as management does not anticipate additional costs related to the Company's activities. General and administrative expenses incurred during last two quarters have increased slightly due to investor communications fees, and advertising and promotion related to the marijuana breathalyzer business and financing activities of the Company. Management expects general and administrative expenses to increase slightly over the next few quarters.

USE OF PROCEEDS FOR EXPLORATION

The Company has completed three private financing rounds. The flow-through portion of the proceeds was budgeted for exploration on the Company's mineral exploration project while the proceeds from the non flow-through financings were budgeted for general and administrative expenditures. Below is a summary of the budgeted proceeds and actual expenditures.

	Financing & Budget		Exploration	
	Non FT	Flow-through	Expenditures	Variance
Property	$	$	$	$
Ruby Range	0	116,250	114,070	2,180
Monster Lake	0	145,000	149,000	(4,000)

The Company has been successful in meeting the budgeted expenditures with very little variance. In cases where there is a variance the proceeds are carried forward and spent on the future exploration programs or the budget is adjusted. As of December 31, 2014, the qualifying expenditures from flow-through have been spent by the Company.

LIQUIDITY

The Company has not begun commercial sales of any of its technology holdings and nor has it begun production on any of its resource properties and accordingly, the Company does not generate cash from operations. The Company finances exploration activities by raising capital from equity markets. The Company may encounter difficulty sourcing future financing in light of the recent economic downturn.

The Company had cash of $783,825 at January 31, 2015 and $296,733 at January 31, 2014, and the Company had working capital of $697,962 at January 31, 2015 and working capital of $298,201 at January 31, 2014.

On January 27, 2015, the Company issued 895,000 shares in connection with the exercise of warrants.
On January 19, 2015, the Company issued 564,000 shares in connection with the exercise of warrants.
On January 9, 2015, the Company issued 325,000 shares in connection with the exercise of warrants.
On January 6, 2015, the Company issued 225,000 shares in connection with the exercise of warrants.
On December 22, 2014, the Company issued 200,000 shares in connection with the exercise of warrants.
On November 28, 2014, the Company issued 50,000 shares in connection with the exercise of warrants.
On November 20, 2014, the Company issued 1,275,000 shares in connection with the exercise of warrants.
On October 2, 2014, the Company issued 600,000 shares in connection with the exercise of warrants.
On September 30, 2014, the Company issued 250,000 shares in connection with the exercise of warrants.
On September 29, 2014, the Company issued 250,000 shares in connection with the exercise of warrants.
On July 14, 2014, the Company issued 200,000 shares in connection with the exercise of warrants.
On July 9, 2014, the Company issued 570,000 shares in connection with the exercise of warrants.
On July 8, 2014, the Company issued 930,000 shares in connection with the exercise of warrants.
On July 4, 2014, the Company issued 50,000 shares in connection with the exercise of 50,000 stock options.
On July 4, 2014, the Company issued 1,050,000 shares in connection with the exercise of warrants.

On June 30, 2014, the Company closed a non-brokered private placement for gross proceeds of $787,992 through the sale of 15,759,841 units. Each unit was priced at $0.05 and comprised of one common share and one-half of one non-transferrable common share purchase warrant exercisable at $0.10 per common share for a period of 12 months from the date of closing. All warrants are subject to an early acceleration provision which provides for the mandatory exercise or expiry of the warrants in the event the Company's shares close at $0.13 or higher for at least 10 consecutive trading days. In such event, the warrants will accelerate and expire 30 days after the company has given notice of the accelerated conversion to the warrant holders. In connection with the private placement, the Company paid finders' fees of $25,375 in cash and issued 564,900 common shares of the Company.

On December 16, 2013, the Company completed its Initial Public Offering ("IPO") for listing on the TSX Venture Exchange. The IPO consisted of issuing 6,628,100 units of the company at a price of 10 cents per unit and 859,000 flow-through units of the company at a price of 15 cents per FT unit for gross proceeds of $791,660. Each unit consists of one common share and one-half of one non-transferable common share purchase warrant exercisable at 20 cents per common share for a period of 60 months from the closing date of the IPO. Each FT unit consists of one common share and one-half of one non-transferable common share purchase warrant exercisable at 25 cents per common share for a period of 60 months from the closing date of the IPO.

On December 16, 2013, the Company issued 798,710 agent's shares to agents pursuant to the IPO.

On February 13, 2013 the Company issued 148,227 shares at $0.15 per share for gross proceeds of $22,234.

On December 31, 2012, the Company issued 126,000 flow-through shares at $0.25 per share for gross proceeds of $31,500.

On January 4, 2012, the Company issued 687,500 shares at $0.20 per share for gross proceeds of $137,200.

On December 30, 2011, the Company issued 452,000 flow-through shares at $0.25 per share for gross proceeds of $113,000. The Company paid finder's fees and commission of $18,897.

On July 4, 2011, the Company issued 3,000,000 founders' shares at $0.0084 per share for proceeds of $25,200.

On April 5, 2011, the Company issued 200 shares to Directors of the Company at $0.01 per share, these were subsequently returned to treasury on July 4, 2011.

On April 5, 2011, the Company issued and returned to treasury, one incorporation share.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements. Due to the recovery from the global financial crisis, the Company may find it increasingly difficult to raise the funds required to continue the Company's operations. Share prices have undergone significant decreases and any issuance of the Company's equity securities in the near future may result in substantial dilution to the Company's existing shareholders.

CAPITAL RESOURCES

The Company has no work commitments in connection with its sole exploration property.

The Company will add and or drop claims based on geological merit and as financial resources allow.

Operating Activities

The Company used net cash of $223,101 in operating activities during the period ended January 31, 2015 compared to $222,227 during the period ended January 31, 2014.

Financing Activities

The Company received net cash of $323,500 from financing activities during the period ended January 31, 2015 compared to $524,760 during the period ended January 31, 2014.

Investing Activities

The Company used cash of $nil in investing activities during the period ended January 31, 2015 compared to $7,800 during the period ended January 31, 2014.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

(a) During the three month period ended, the amount of $54,000 (2014 – $nil) was paid in consulting fees to the Directors or Officers of the Company.

(b) As at January 31, 2015, the amount of $nil (2014 - $1,800) was owed to directors of the Company, which is non-interest bearing, unsecured, and due on demand.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

SUBSEQUENT EVENTS

On February 9, 2015, 1,400,000 common shares were issued in connection with the exercise of warrants.
On February 12, 2015, 1,763,500 common shares were issued in connection with the exercise of warrants.
On February 20, 2015, 1,033,500 common shares were issued in connection with the exercise of warrants.
On February 27, 2015, 50,500 common shares were issued in connection with the exercise of warrants.
On March 6, 2015, 602,000 common shares were issued in connection with the exercise of warrants.
On March 16, 2015, 260,000 common shares were issued in connection with the exercise of warrants.

On January 5, 2015 the Company entered into an arrangement agreement with Torino Ventures Inc. ("Spinco"), a private B.C. company and wholly-owned subsidiary of the Company. Pursuant to the arrangement agreement, the Company has agreed to transfer 100% of the Monster Lake South Gold Property (also known as the "Hazeur Property") and $10,000 cash to Spinco in consideration for the issuance of 8,000,000 common shares of Spinco (or 100 per cent) and to distribute these common shares to the Company's shareholders on a pro rata basis pursuant to a plan of arrangement under the Business Corporations Act (British Columbia). Shareholder and final court approval for the Arrangement were obtained on February 17, 2015 and February 26, 2015, respectively, and the effective date of the Arrangement was March 12, 2015. Refer to the Company's Information Circular dated January 14, 2015, for additional information concerning the Arrangement.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective for the three month period ended January 31, 2015, and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the 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 are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the periods ended January 31, 2015 and 2014, the Company incurred the following expenses:

	Quarter Ended January 31, 2015	Quarter Ended January 31, 2014
Research & Development	$111,895	$nil
Exploration costs	$15,606	$17,850
General and administrative costs	$145,527	$89,428

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited financial statements for the period ended January 31, 2015 to which this MD&A relates. An analysis of the material components of the mineral property acquisition costs is disclosed in the notes to the unaudited financial statements for the period ended January 31, 2015 to which this MD&A relates.

The Company had one exploration property during the period ended January 31, 2015. On January 15, 2014 the Company entered an agreement to purchase 100% of an early stage exploration property known as the Monster Lake South or "Hazeur" gold property in Quebec, Canada.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's common shares are not listed on any exchange. The Company's authorized share capital consists of an unlimited number of common shares without par value. As at January 31, 2015 the Company had 45,832,278 common shares issued and outstanding.

Share Purchase Warrants

As at January 31, 2015, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
2,964,050	0.20	December 16, 2018
429,500	0.25	December 16, 2018
380,250	0.25	January 27, 2017
74,113	0.25	February 13, 2015
2,800,000	0.075	June 26, 2015
5,555,000	0.10	June 30, 2015
12,202,913		

Stock Options

The Company had 4,175,000 stock options outstanding as at January 31, 2015 which had the following characteristics:

Number of Options	Exercise Price	Expiry Date
1,395,000	$0.10	April 3, 2019
2,780,000	$0.125	October 22, 2019

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

*Because of the unique difficulties and uncertainties inherent in **early stage technology development ventures**, the Company faces a high risk of business failure.*

Risks and Uncertainties

An investment in the Company involves significant risks and must be considered speculative due to the nature of the Company's business. Investors should carefully consider the risks and uncertainties described below. This list of risks and uncertainties below is not exhaustive. Furthermore, additional risks and uncertainties not presently known to the Company or that the Company believes to be immaterial may also adversely affect Cannabix Technologies' business.

Risks Related to the Company's Business

The Company has a history of operating losses and may never achieve profitability in the future. The Company is an early stage technology development company; accordingly, it has not generated any business income.

The Company expects to be involved in research and development to first develop a prototype marijuana breathalyzer and then after testing develop a commercial device that could become marketable. This process may take several years and require significant financial resources without income. The Company expects these expenses to result in continuing operating losses in the near future.

The Company's ability to generate future revenue or achieve profitable operations is largely dependent on its ability to attract the experienced management and know-how to develop new device and to partner with larger, more established companies in the industry to successfully commercialize a marijuana breathalyzer. Successfully developing a marijuana breathalyzer into marketable device may take several years and significant financial resources and the Company cannot assure that it can achieve these objectives.

The Company will primarily be in a developing industry and will be subject to all associated regulatory risks.

As a result, the Company's business must be evaluated in light of the problems, delays, uncertainties and complications encountered in connection with establishing a marijuana breathalyzer and related business.

There is a possibility that the Company's marijuana breathalyzer, currently under development, will be found to be ineffective, that it will be unable to receive necessary regulatory approvals in order to commercialize a device, or that it will obtain regulatory approvals that are too narrow to be commercially viable.

Any failure to successfully develop and obtain regulatory approval for products would have a material adverse effect on the Company's business, financial condition and results of operations.

Clinical trials for potential marijuana breathalyzer will be expensive and time consuming, and their outcome uncertain.

Before the Company can obtain regulatory approval for the commercial sale of any marijuana breathalyzer, it will be required to complete extensive clinical trials to demonstrate safety and efficacy. Depending on the exact nature of trials (testing), such trials can be expensive and are difficult to design and implement. The clinical trial process is also time-consuming and can often be subject to unexpected delays.

The timing and completion of clinical trials may be subject to significant delays relating to various causes, including: inability to manufacture or obtain sufficient quantities of materials for use in clinical trials; delays arising from collaborative partnerships; delays in obtaining regulatory approvals to commence a study, or government intervention to suspend or terminate a study; delays, suspensions or termination of clinical trials due to the applicable institutional review board or independent ethics board responsible for overseeing the study to protect research subjects; delays in identifying and reaching agreement on acceptable terms with prospective clinical trial sites; variability in the number and types of subjects available for each study and resulting difficulties in identifying and enrolling subjects who meet trial eligibility criteria; scheduling conflicts; difficulty in maintaining contact with subjects after testing, resulting in incomplete data; unforeseen safety issues or side effects; lack of efficacy during clinical trials; reliance on clinical research organizations to conduct clinical trials, which may not conduct such trials with good laboratory practices; or other regulatory delays.

Protection of proprietary technology can be unpredictable and costly.

The Company's success will depend in part upon its Licensor's (Cannabix Breathalyzer Inc) ability to obtain a patent for its technology. Obtaining such patent protection can be costly and the outcome of any application for such can be unpredictable. In addition, any breach of confidentiality by a third party by premature disclosure may preclude the obtainment of appropriate patent protection, thereby affecting the development and commercial value of the Company's technology and products.

Competition

The planned business to be carried out by the Company will be highly competitive and involve a high degree of risk. There can be no assurance that Cannabix will be the only marijuana breathalyzer developer in North America or globally. In its efforts to achieve its objectives, the Company will compete with other companies that may have greater resources, many of which will not only develop technology but also manufacture and sell similar products on a worldwide basis.

Uninsured or Uninsurable Risk

The Company may become subject to risks against which it cannot insure or against which it may elect not to insure. Settling related liabilities would reduce funds available for core business activities. Settlement of uninsured liabilities could have a material adverse effect on our financial position.

Conflicts of Interest

The Company's directors and officers may currently be involved, or become involved, in other business ventures that compete with our platform and services. Business opportunities for the Company may create circumstances in which outside interests of our directors and officers conflict with the interests of the Company. Directors and officers are required to act in good faith and in a manner that benefits the Company.

It is possible, however, that our directors and officers may owe similar consideration to another organization(s). It is possible that these and other conflicts of interest are resolved in a way that has a material adverse impact on the Company.

Dependence on Key Personnel

The Company depends on support from existing directors and officers and its ability to attract, and retain, new directors, officers and other personnel with appropriate skill sets. Inability to retain key team members or find new professionals to serve in important roles could have a material adverse effect on the Company's business. There can be no assurance that we will be able to attract or retain the quality of personnel required in the future.

Patent & IP

The Company through its Licence Agreement with Cannabix Breathalyzer Inc. holds patent pending technology but cannot guarantee their final patent approval or commercial viability.

Financial Liquidity

The Company has not yet generated meaningful revenue and will likely operate at a loss as it develops its first device. We may require additional financing in order to execute our business plan. Our ability to secure required financing will depend in part upon on investor perception of our ability to create a successful business. Capital market conditions and other factors beyond our control may also play important roles in our ability to raise capital. The Company can offer no assurance that it will be able to successfully obtain additional financing, or that future financing occurs on terms satisfactory to our management and/or shareholders. If funds are unavailable in the future, or unavailable in the amounts that we feel the business requires, or unavailable on acceptable terms, we may be required to cease operating or modify our business plans in a manner that undermines our ability to achieve our business objectives.

Financial Statements Prepared on Going Concern Basis

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the successful completion of financing and the creation of operations deemed successful according to the standards of our industry. The Company cannot guarantee that it will be successful in obtaining financing in the future or in achieving business objective set forth internally or externally. Our consolidated financial statements may not contain the adjustments relating to carrying values and classification of assets and/or liabilities that would be necessary should the Company be unable to continue as a going concern.

Costs of Maintaining a Public Listing

As a result of obtaining a public listing, the Company will incur greater legal, accounting and other expenses related to regulatory compliance than it would have had it remained a private entity. The Company may also elect to devote greater resources than it otherwise would have on communication and other activities typically considered important by publicly traded companies.

Share Price Volatility and Speculative Nature of Share Ownership

The Company is listed for trading on the CSE, resulting in many legacy shareholders being able to freely trade their shares. Factors both internal and external to the Company may significantly influence the price at which our shares trade, and the volatility of our share price. Quarterly operating results and material developments reported by the Company can, and likely will, influence the price of our shares.

Sentiment toward technology stocks, as well as toward the stock market in general, is among the many external factors that may have a significant impact on the price of our shares. The Company is a relatively young company that is not generating revenue and does not possess large cash reserves. As such, it should be considered a speculative investment. There is no guarantee that a liquid market will be developed for the Company's shares.

Because of the unique difficulties and uncertainties inherent in ***mineral exploration ventures****, the Company faces a high risk of business failure.*

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Loss of Interest In Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company, including the Qualifying Property.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the Company's exploration activities will result in the discovery of any quantities of mineral deposits on its current properties or any other additional properties the Company may acquire.

The Company intends to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

Because the Company's property interests may not contain mineral deposits and because it has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this report. Accordingly, the Company has not generated significant revenues nor has it realized a profit from its operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on the Company's current properties or mineral deposits on any additional properties that the Company may acquire. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline and investors may lose all of their investment in the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company requires additional financing in order to proceed with the exploration and development of its properties. The Company will also require additional financing for the fees it must pay to maintain its status in relation to the rights to the Company's properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company will also need further financing if it decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.